

SPIDER-MAN[®]

MARVEL[®]

BENDIS • LAFUENTE • PICHELLI
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ISSUE
150





ULTIMATE

SPIDER-MAN®

MARVEL

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Lafuente
J-P

SPIDEY'S 150TH ANNIVERSARY SPECIAL

The bite of a genetically altered spider granted high school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job, a relationship with Gwen Stacy and swing time as the misunderstood, web-slinging Spider-Man!

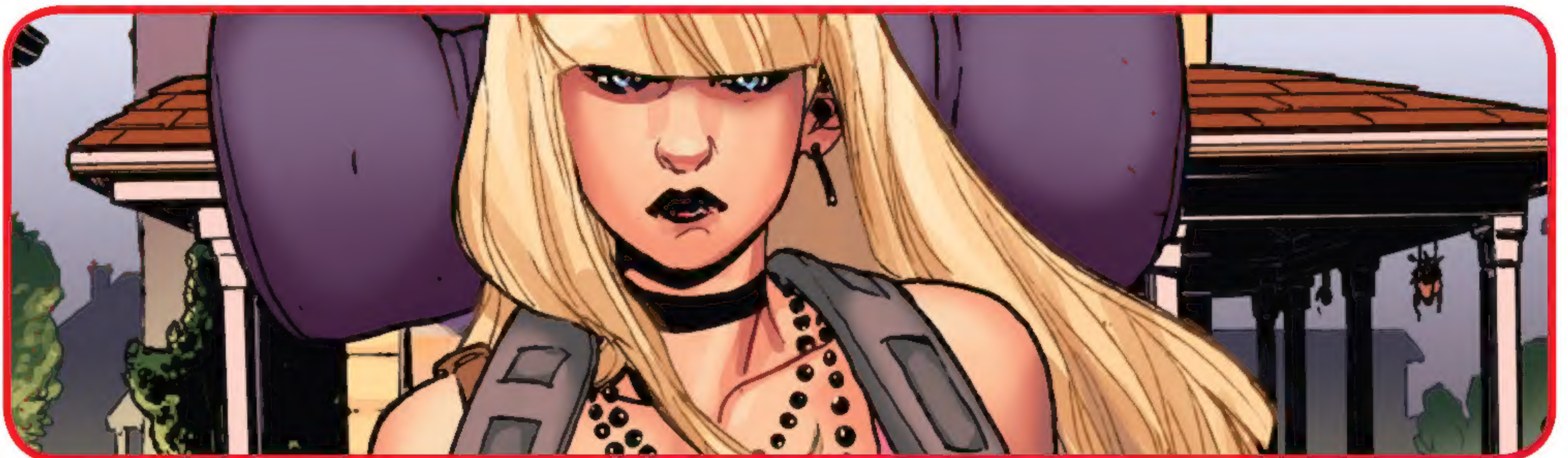


PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Spider-Man is now living with Johnny Storm, a.k.a. the Human Torch, and Bobby Drake, a.k.a. Iceman. Both have disguised themselves as his cousins and are going to school like normal kids.

A chameleon-like imposter overpowered Peter and took his place, completing ruining his life as both Peter and Spider-Man.

The Human Torch and Iceman eventually rescue Peter, but the damage is done.



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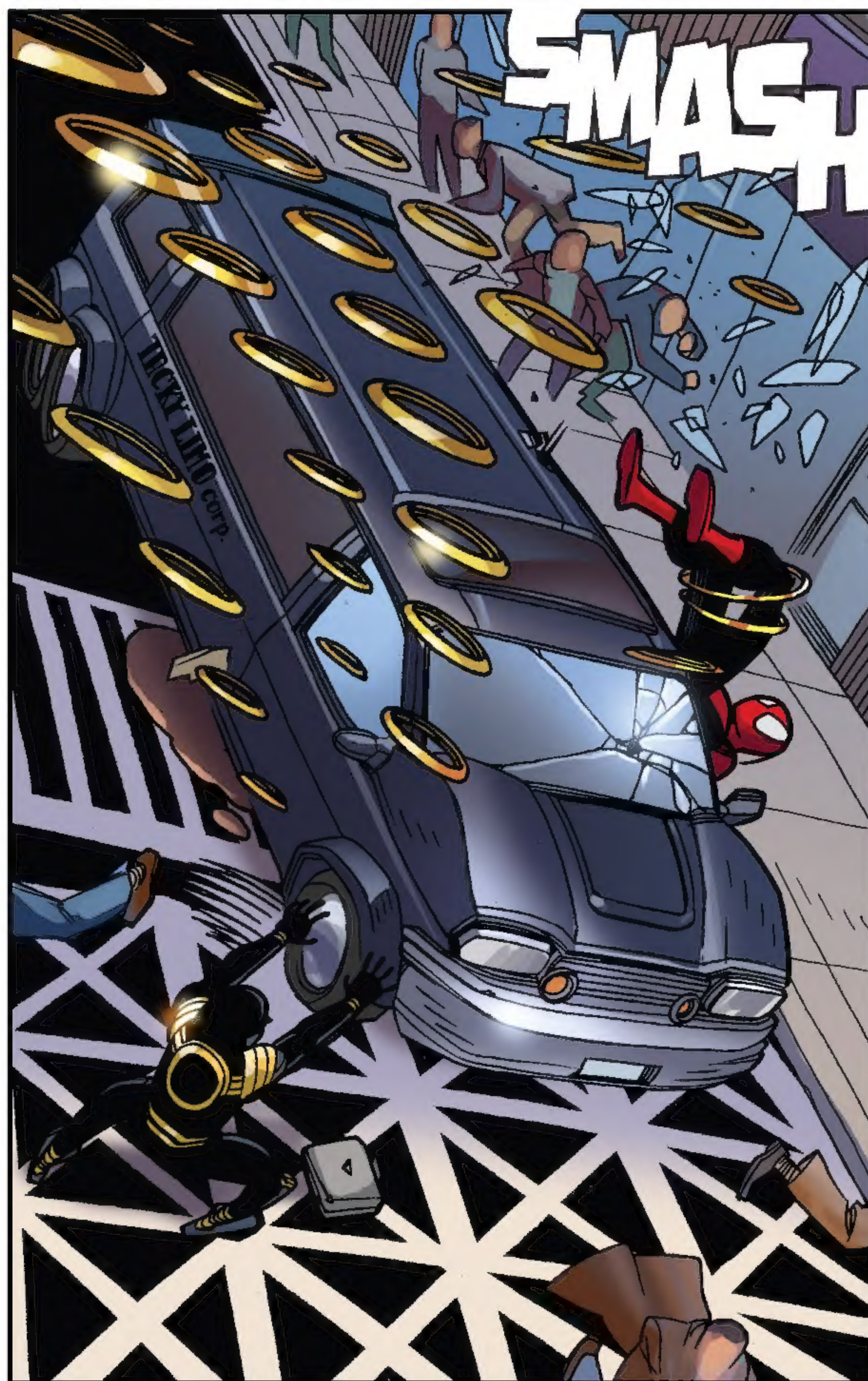
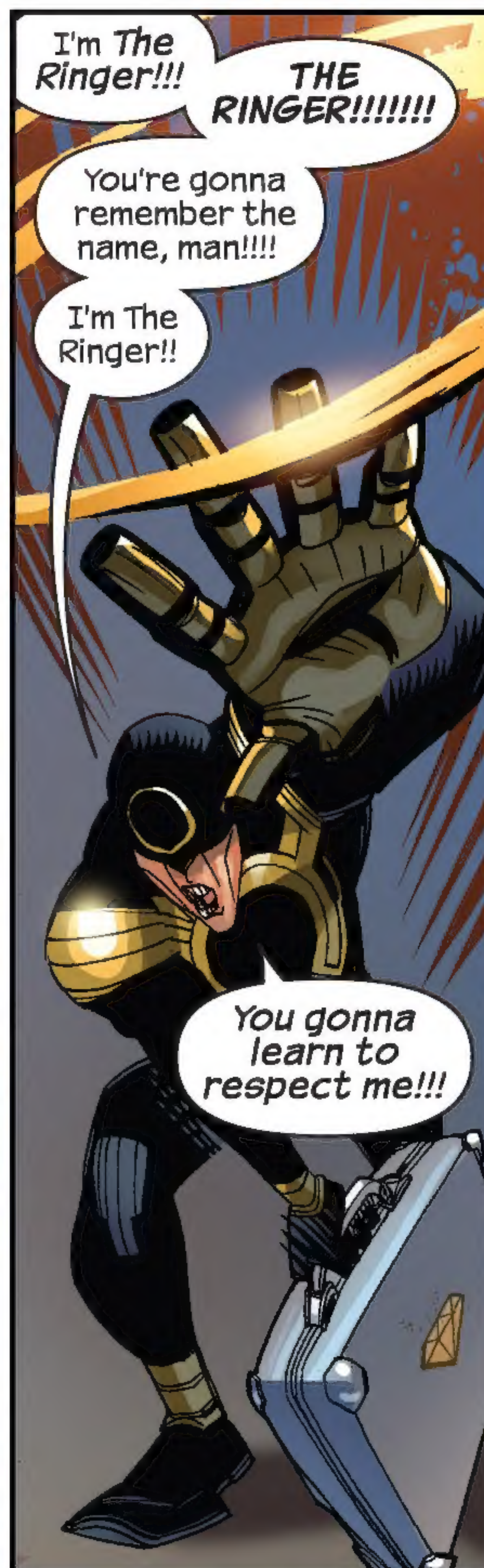
New York City.
DIAMONDS

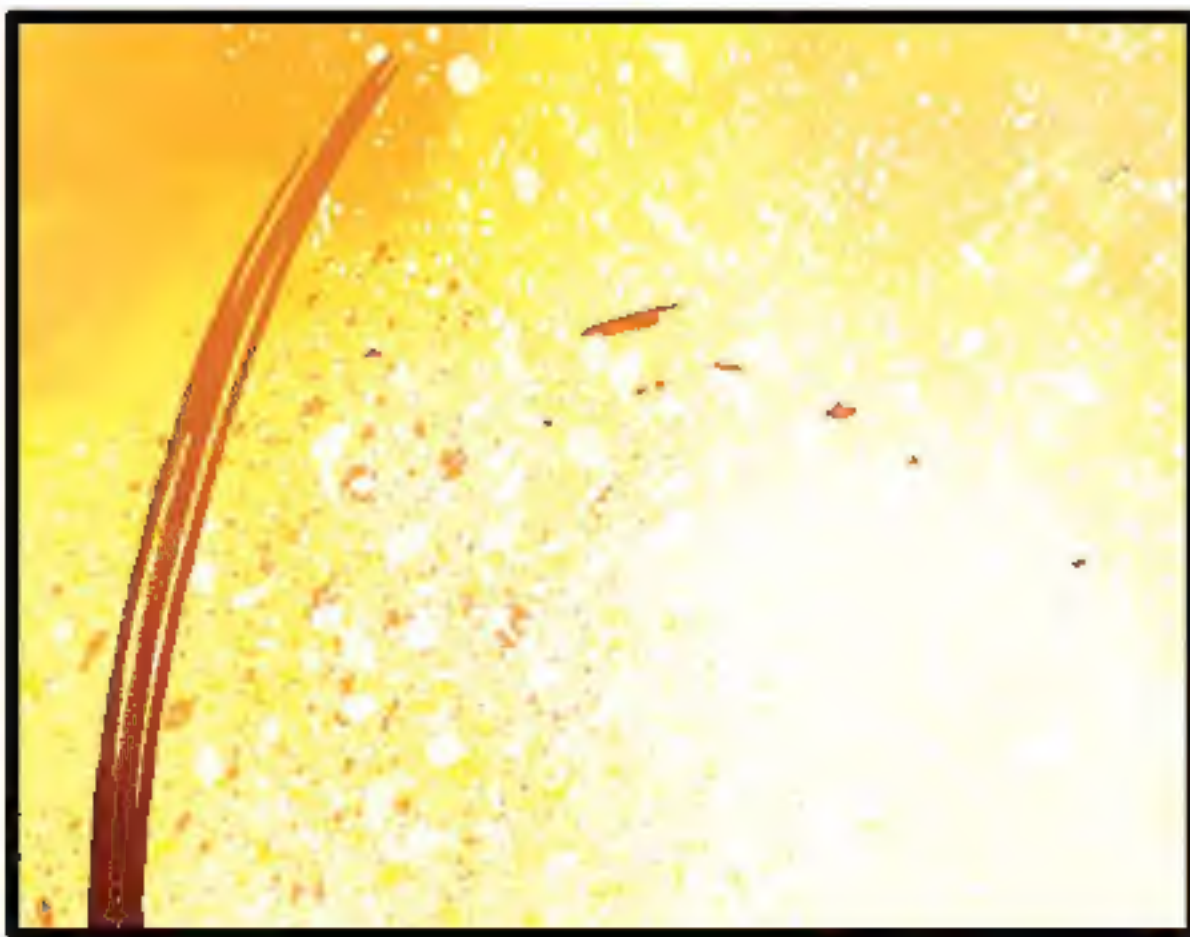
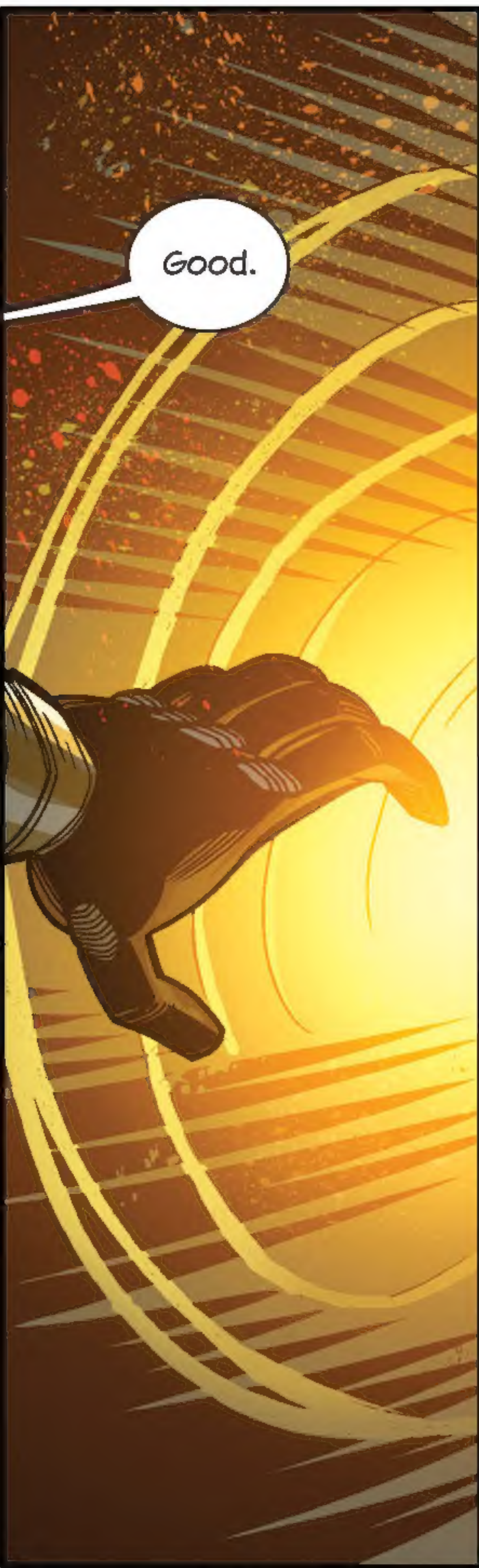
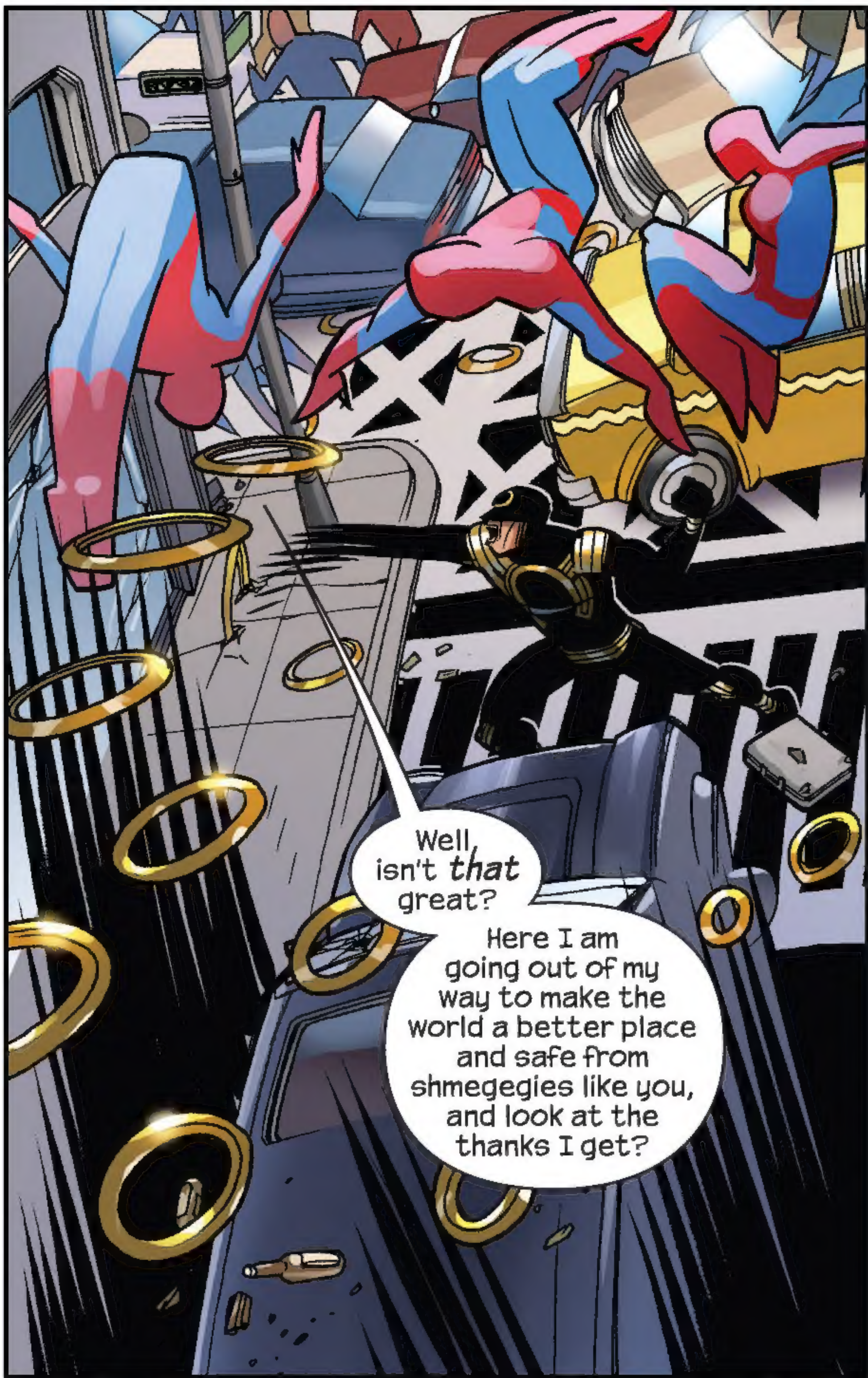
DUDE!!

How
do you find
me??

How
do you do
it??!!

WVente





That's how you beat up the bad guy.

DIAMONDS ON FIRE

"The boy stopped a diamond robbery."

"That's not the question."

"The diamonds he saved were worth, I am told, book value, \$11,000."

"Property damage? I hear the city's looking at \$2.7 million."

"Dollars."

"American."

"You see my point?"

Carol Danvers, Director of S.H.I.E.L.D.

When I agreed to take over S.H.I.E.L.D. from that one-eyed bastard Nick Fury, I knew I was going to inherit a couple of hundred problems.

I'm not blaming anybody.

I took the job.

I knew there were some things I was just going to have to deal with.

And, hell, I know that there are some things that I've inherited that I don't even know about yet...

And I'm okay with that too.

And that's what it is.

It's a situation.

And one of the things I inherited was the *Spider-Man* situation.

Fury was *happy* to let this kid run around and play super hero.

And for a while, sure, it was a good call.

I can see that.

That's the way Fury worked.

Loose and improvisational.

And I like to think I think outside the box too. I know everybody thinks I don't, but I *do*.

But lately, the Spider-Man situation--this kid--it's turned into a *real* situation.

I was willing to let it slide because the kid--the kid's obviously trying to do the right thing.

He's trying to help.

And I said to myself, as long as he doesn't become a problem, I won't make a thing of it.

But the kid's turned into a problem.

His track record of late is nothing but sloppy and destructive.

And I don't know if you noticed, but recently, some kind of mutant wackadoodle stole his identity and ruined him in the public eye.

So on top of him being what I consider to be a liability, he's also a very *unpopular* liability.

And with him getting bad headline after bad headline...the people I answer to--the people who you answer to--are asking questions.

But the thing of it is that I don't know *what* to do with him.

Do I *arrest* him? Do I have him taken out?

Do I *ground* him?

What do I *do*?

What do you do with something like this?

"I was just having one of those typical Tony Stark days."

--I'm talking with Tony Stark who has donated a portion of his classic armory to the New York Hall of Science here in Queens, New York as part of an interactive exhibit for all ages.

Tony, since the invention of this armor, you and it have been the targets of numerous physical and political attacks from people trying to steal the technology.

Are you at all worried about leaving your toys out for other people to play with?

Well, I don't think it would shock anyone to discover we took out the parts that might be harmful, useful, or valuable to anyone.

There is nothing worth stealing here.

It's a lovely donation. What was in it for you?

I always, to this day, look to the work of other futurists and scientists for inspiration.

I look at others' work and it inspires me to do better. To be bolder.

And when the lovely people at the Hall of Science requested a donation of some sort, I thought what would be better than to give back that inspiration to others?

One of *these* kids out here, one of them, is going to look at this armor and it will inspire an idea...a flash of genius...

And that idea might spark a *technological revolution*.

Do I sound amazingly self-congratulatory even for me?

Well, let me ask you this--

Hold on!

Oh, come on...



Get down,
Mr. Stark!!



Hold on,
I--

PROCEDURE!!!



Ho!



"If you're asking me
what my impression
of Spider-Man is..."



Presenting... my foot!!

NEW YORK HALL OF SCIENCE



You will die in blood!

Okay, so that wasn't the best entrance one-liner.

The problem is I don't have anywhere to workshop this material.

I need to join an improv workshop or try it on the-- Whoopsie poo!

CRASH

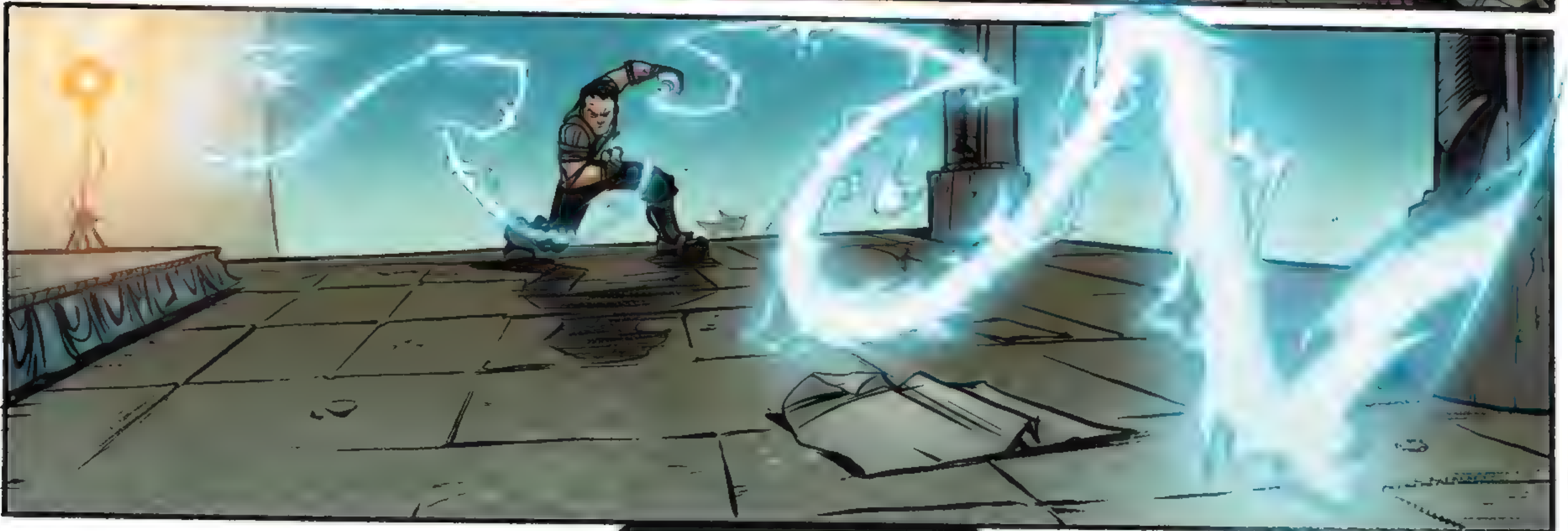


Please, Mr. Stark!!

Give me that!!

Let us do our job!!

Sure!!









AAGHH!

Well done.

Am I on fire?

You're not on fire.

I think I'm on fire!!

How did you know to do that?

Oh, uh, I know your Mark Nine armor has a built-in 54-zglat Starktech energy fluctuation shield.

That's--- *whoo*--- that is why I guess this dude was trying to get you without your armor on.

So I thought I could use the armor shield... as a shield.



How did you know all that?

I'm, yeah, I'm a big fan.

You *read* my papers?

Your papers are *awesome*.

How old are you?

How old...do I look?



Well done.

You lie down.

I think I need to lie down.



"So you ask me what I think..."

"I think that day I met the real Spider-Man and what I got from him was a big pile of intelligence and bravery."





So he's smart because he's a fan of yours?

No, he's smart because he's smart.

Because he's a fan of yours.

Do you know what a 54-zglat Starktech energy fluctuation shield is?



It's something you invented?



No, you don't.

And *you* are top cop of the world.

You're *in charge* of our defense systems.

But I'm not the tech wizard of the universe.

Carol, I'm saying: *no one* knows what it is.

Me and five other guys who care about such things.



And one of them is a 15-year-old boy in a long Johns Spider costume that very much looks like he sewed himself.

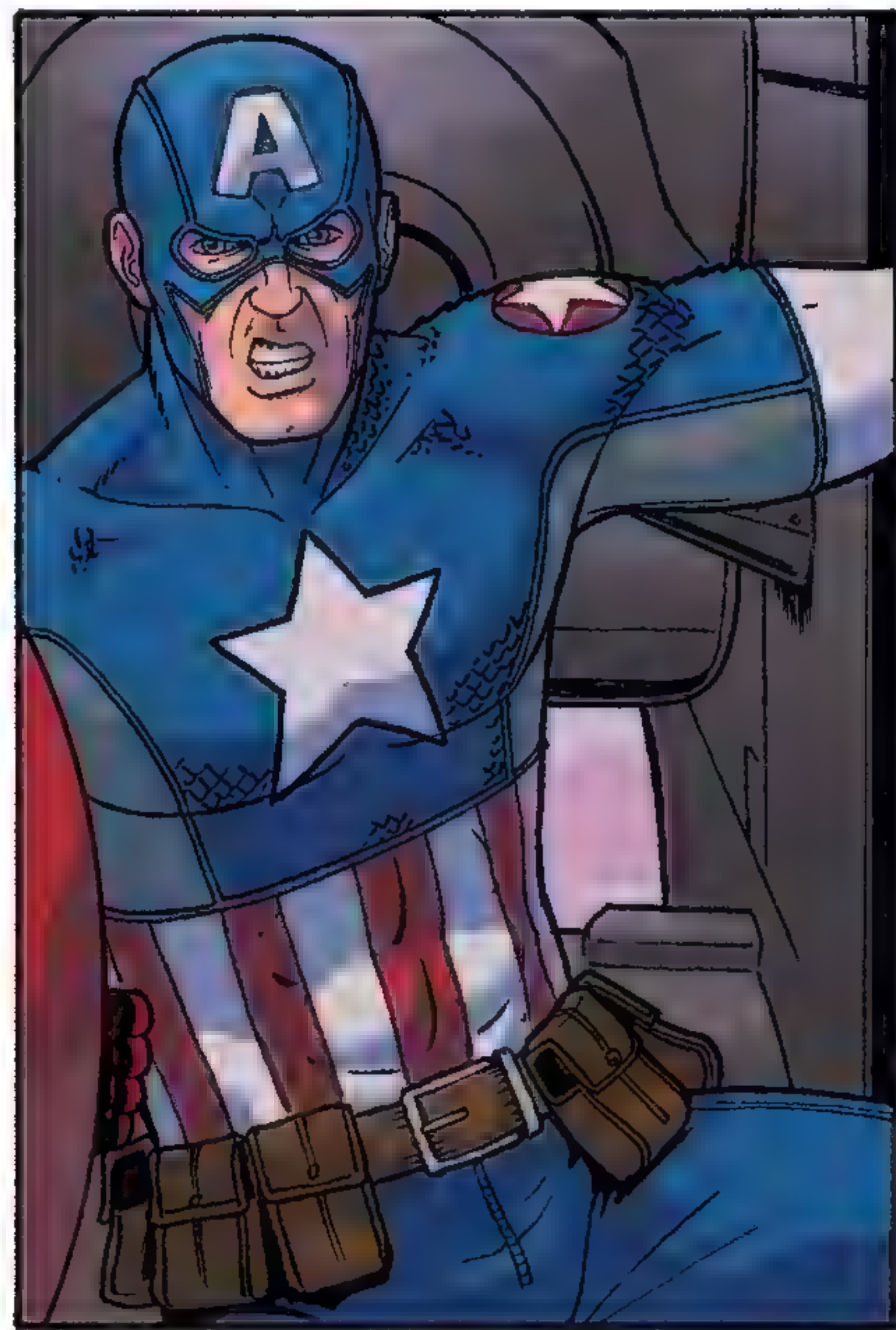
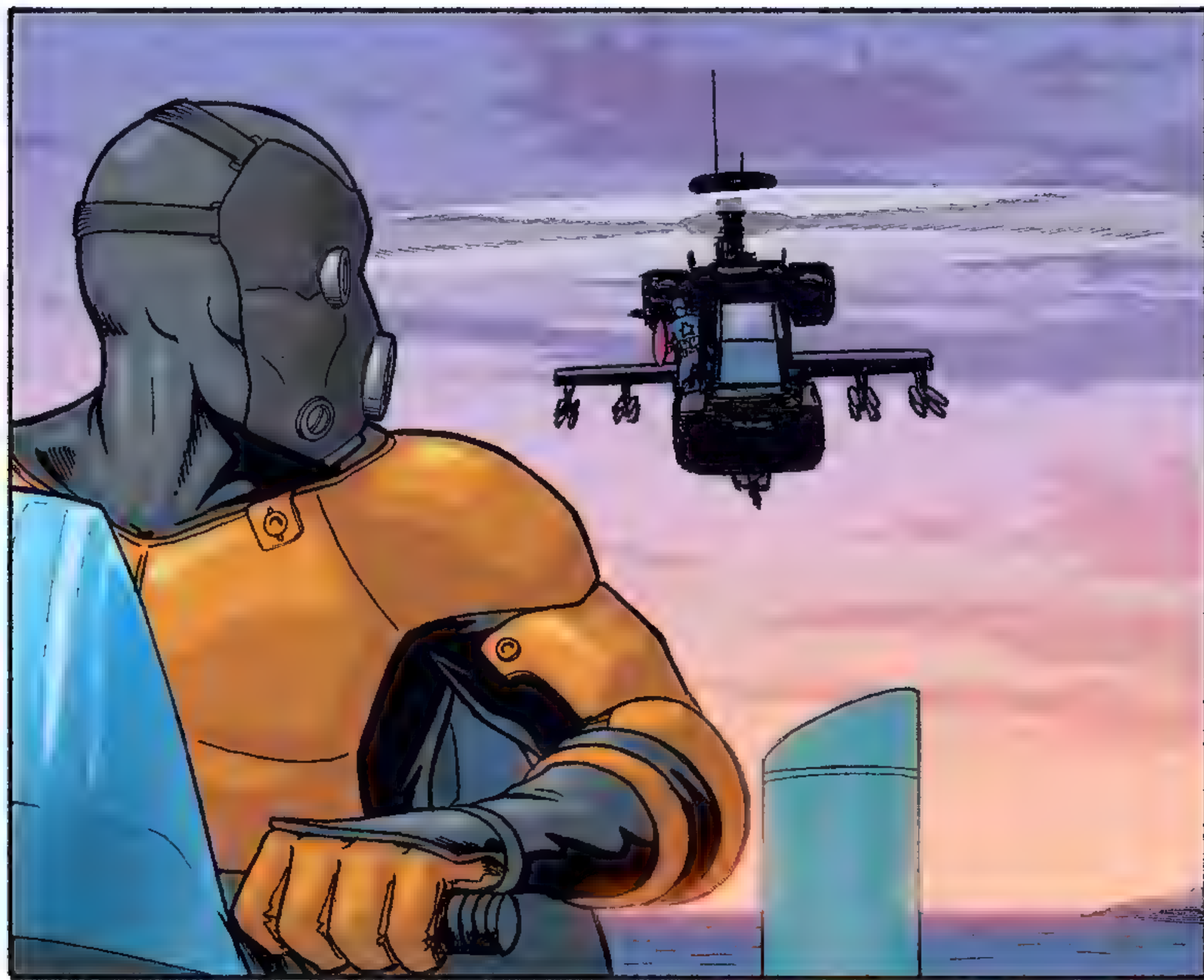
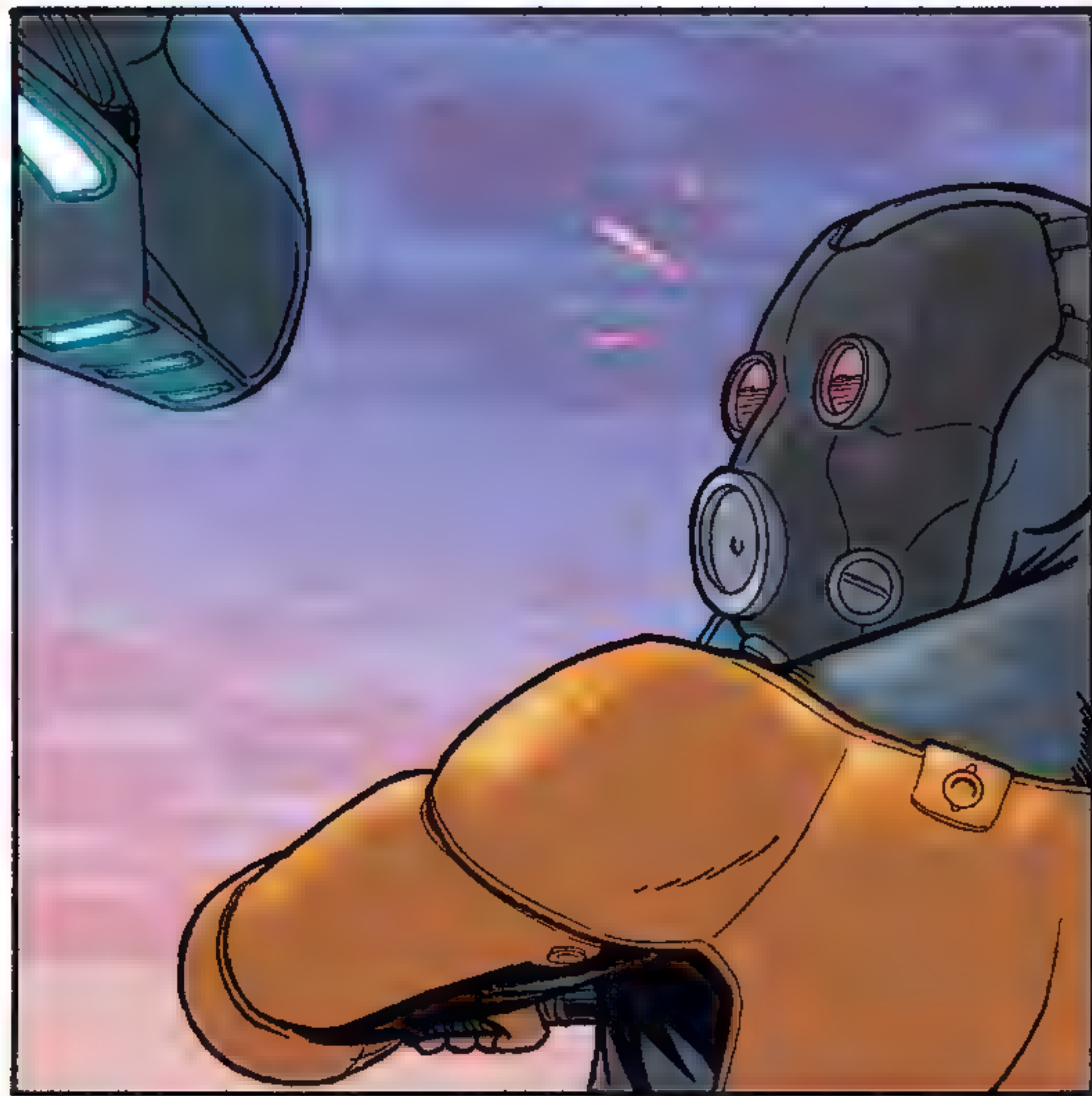
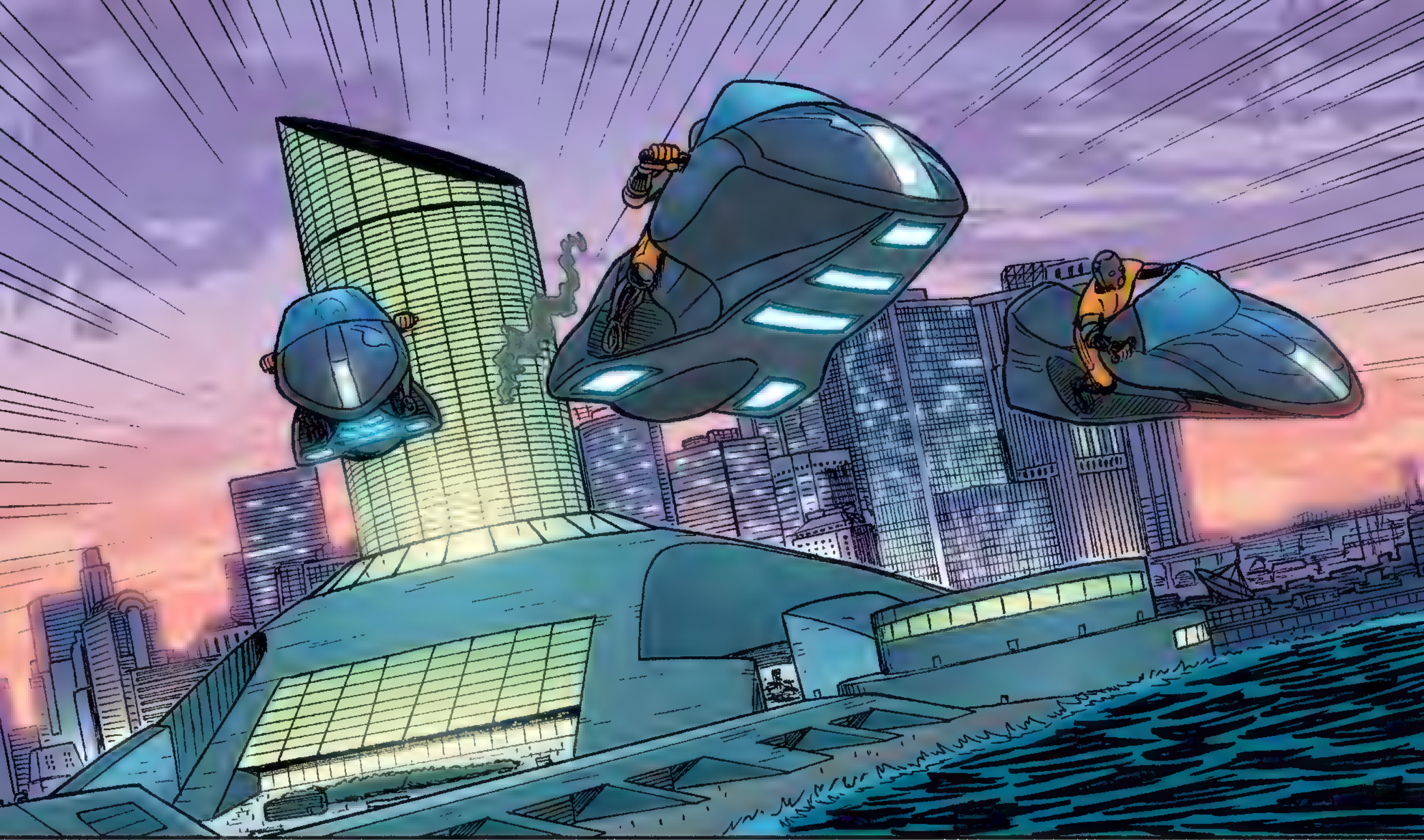
And not only did he *know* what it was and *understand* what it was, but he knew how to use it.

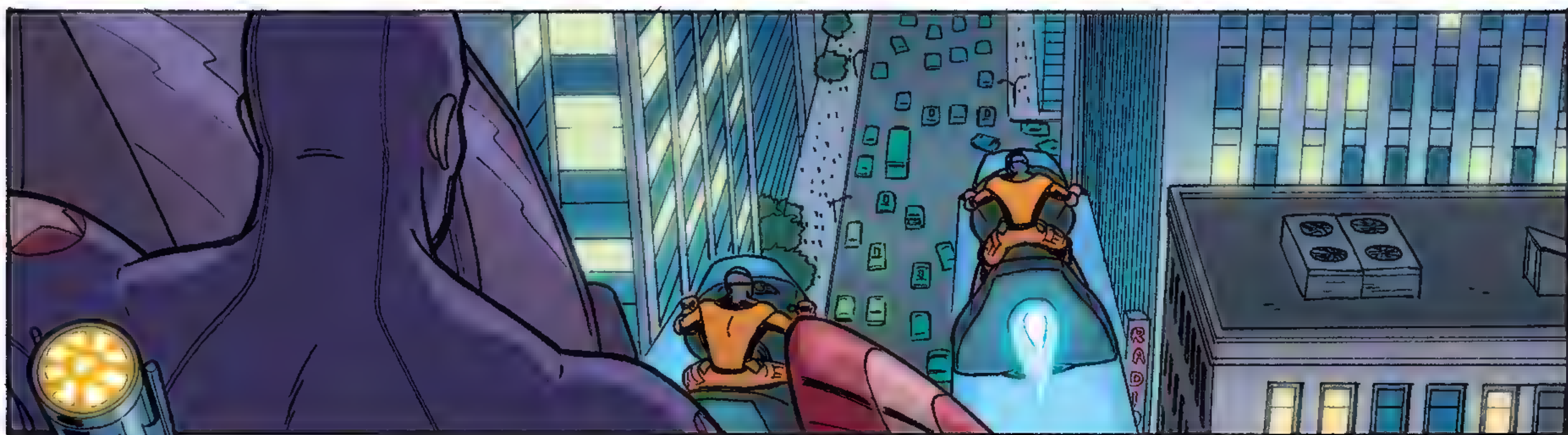
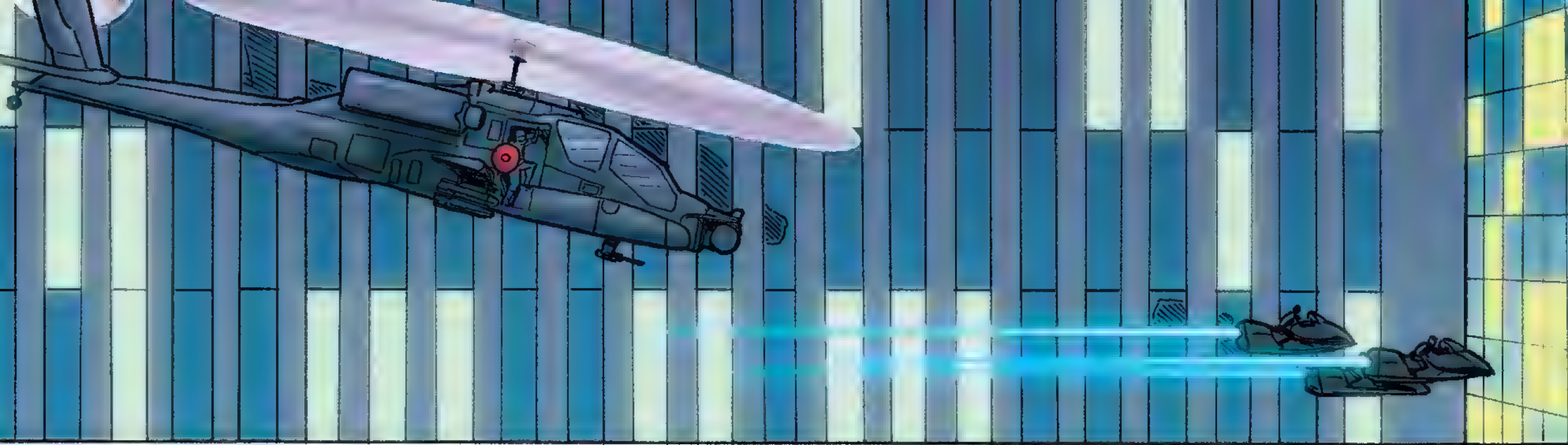
And he had the caloonies to do it.

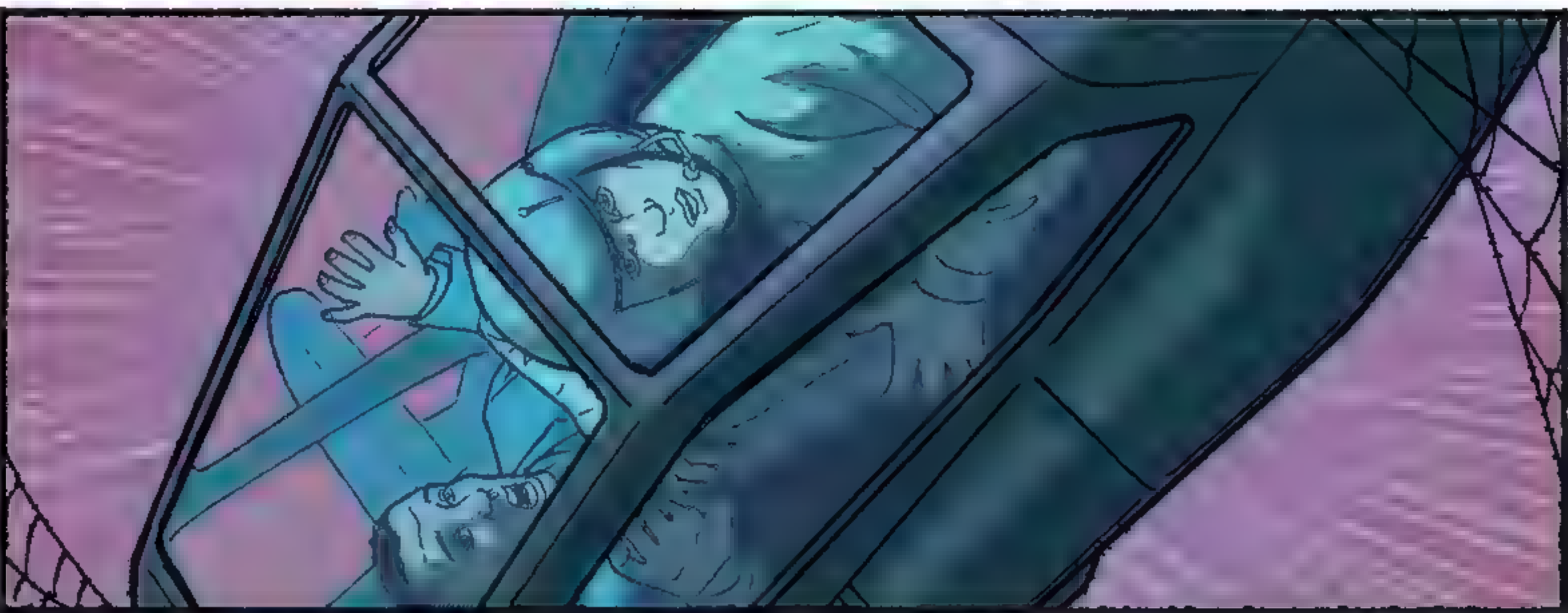
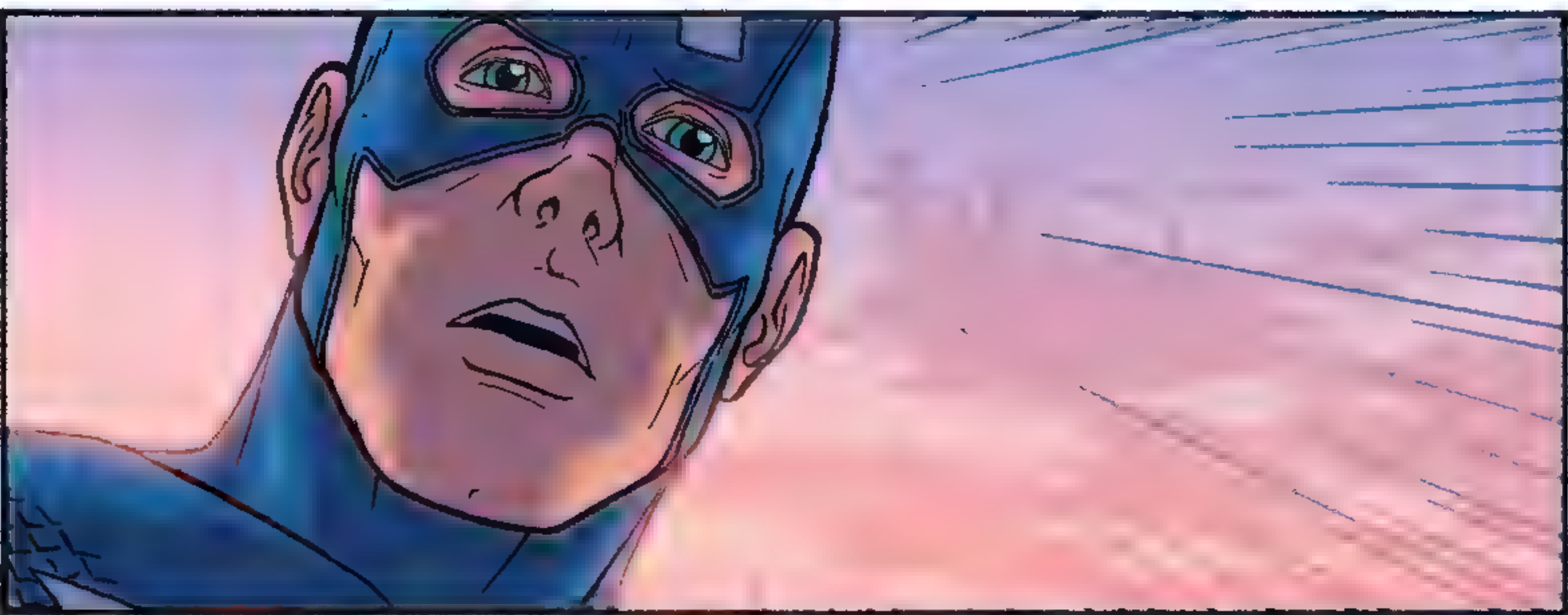
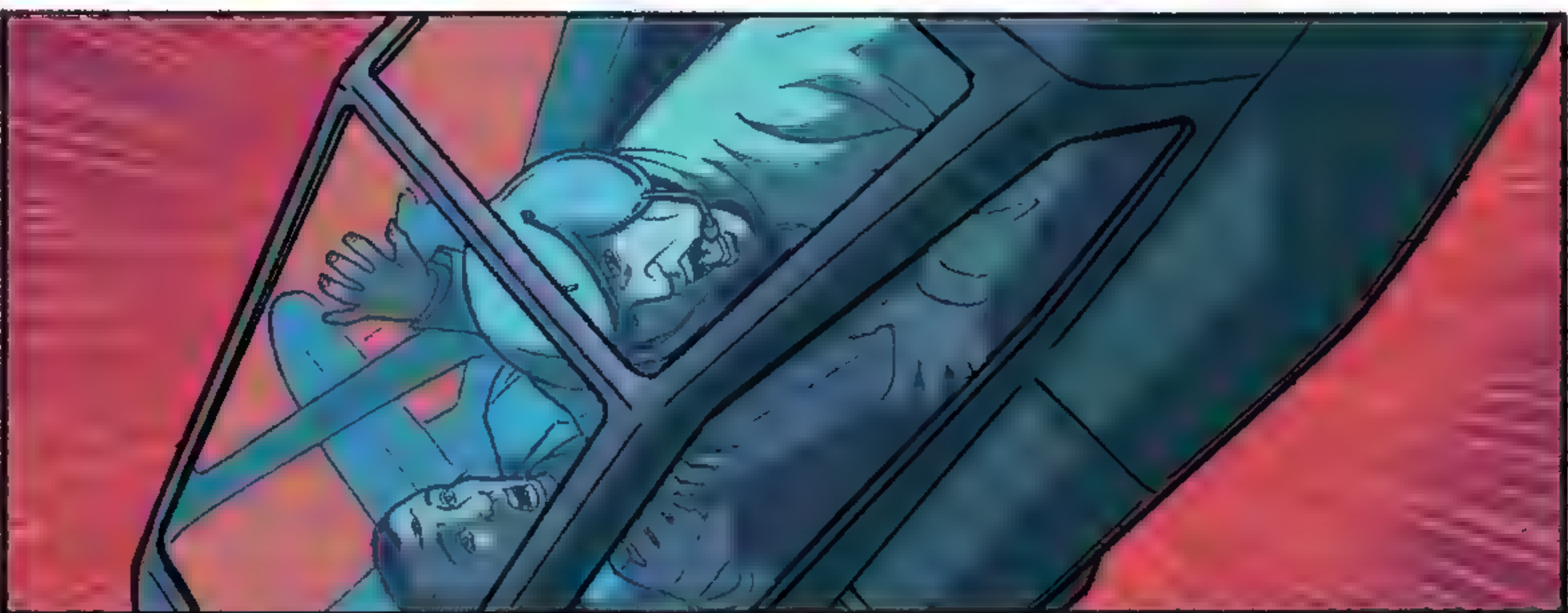
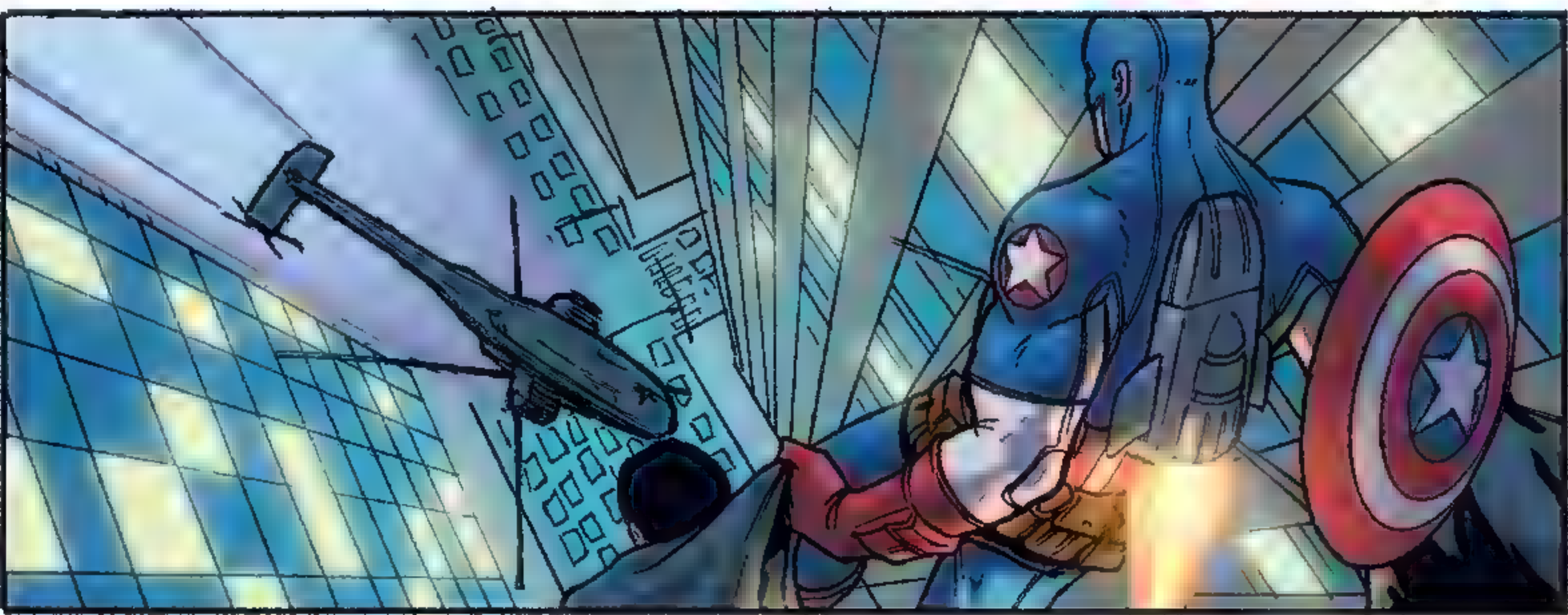
That's smart and that's brave.

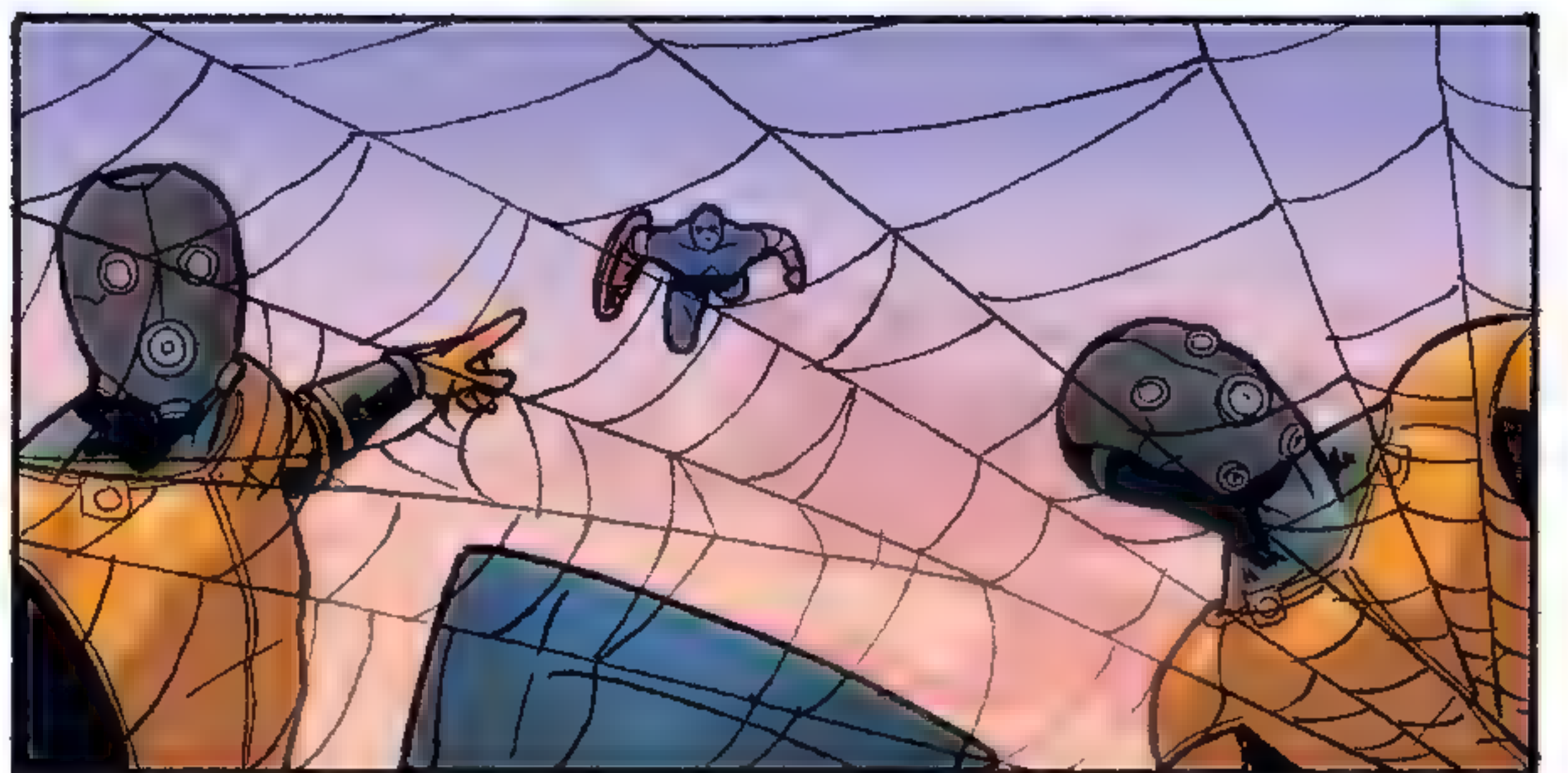
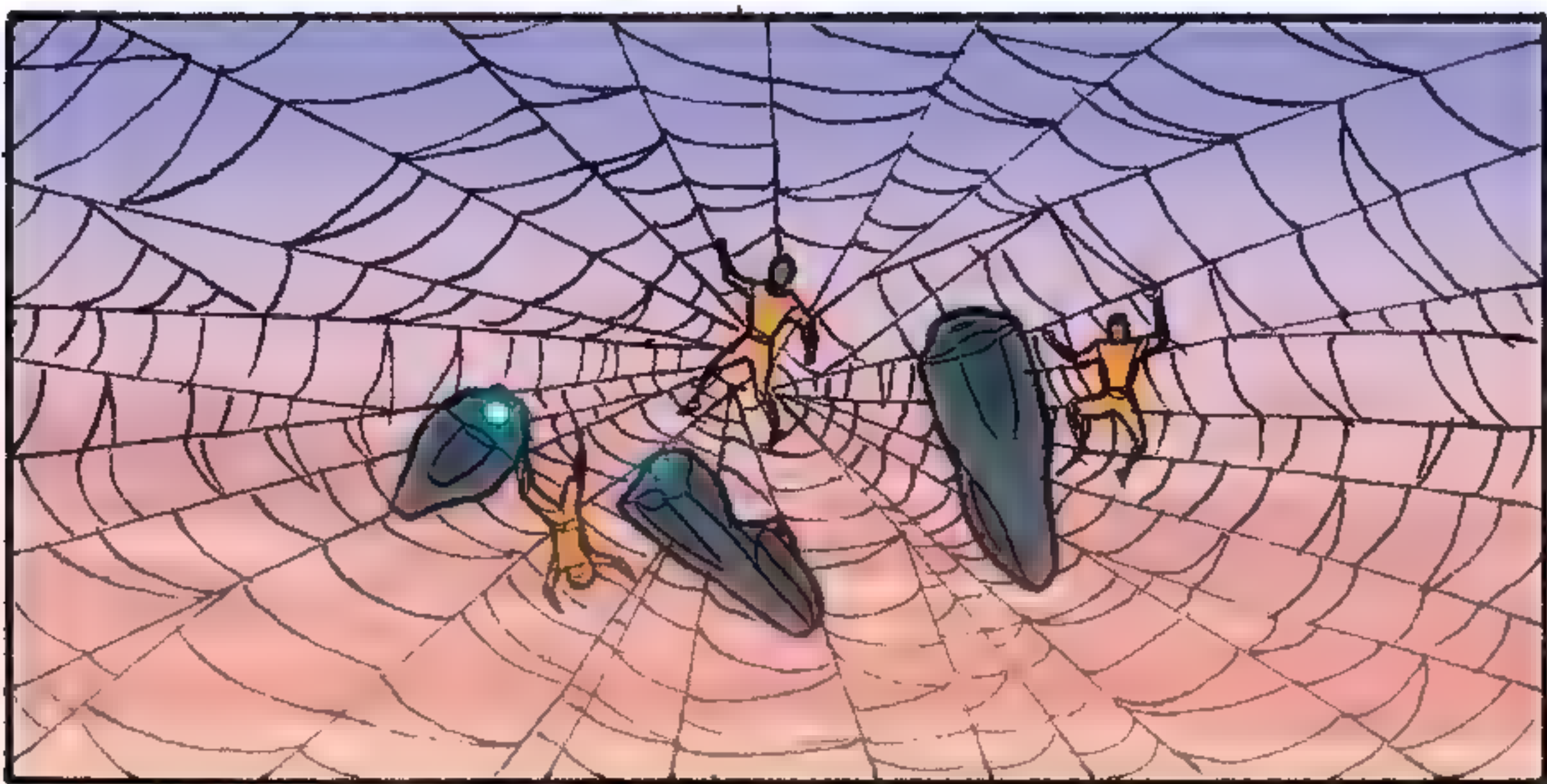
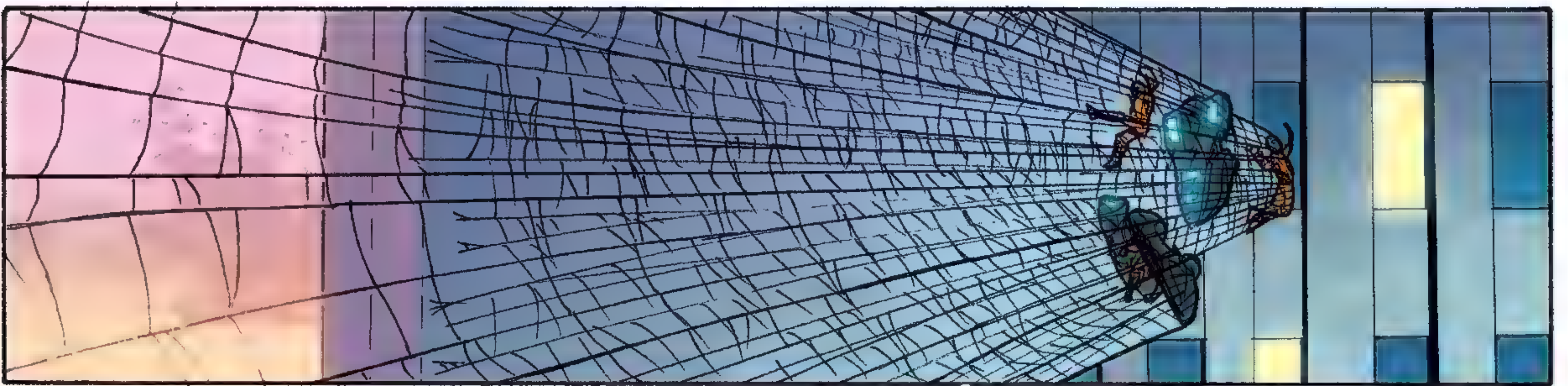
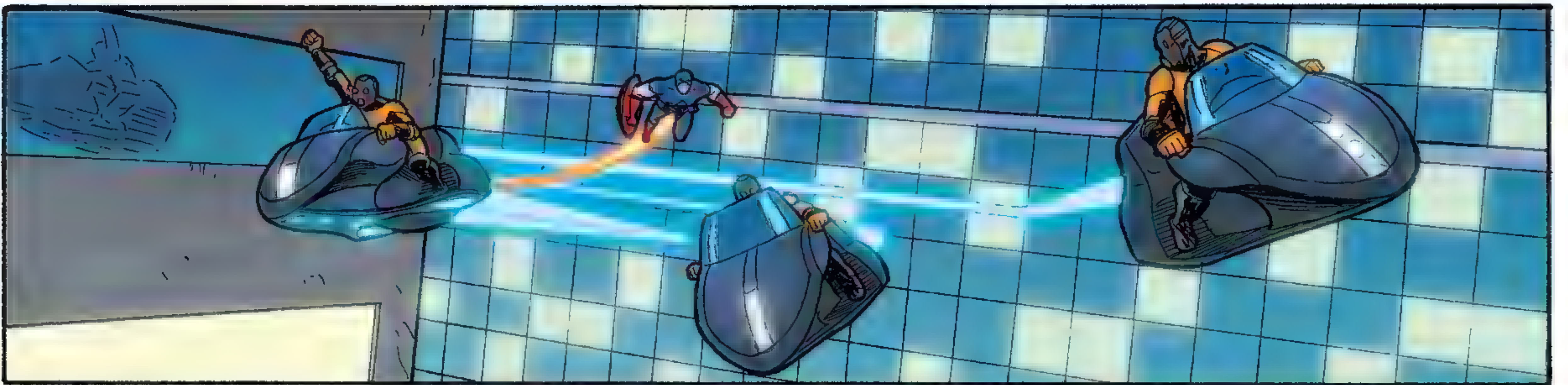


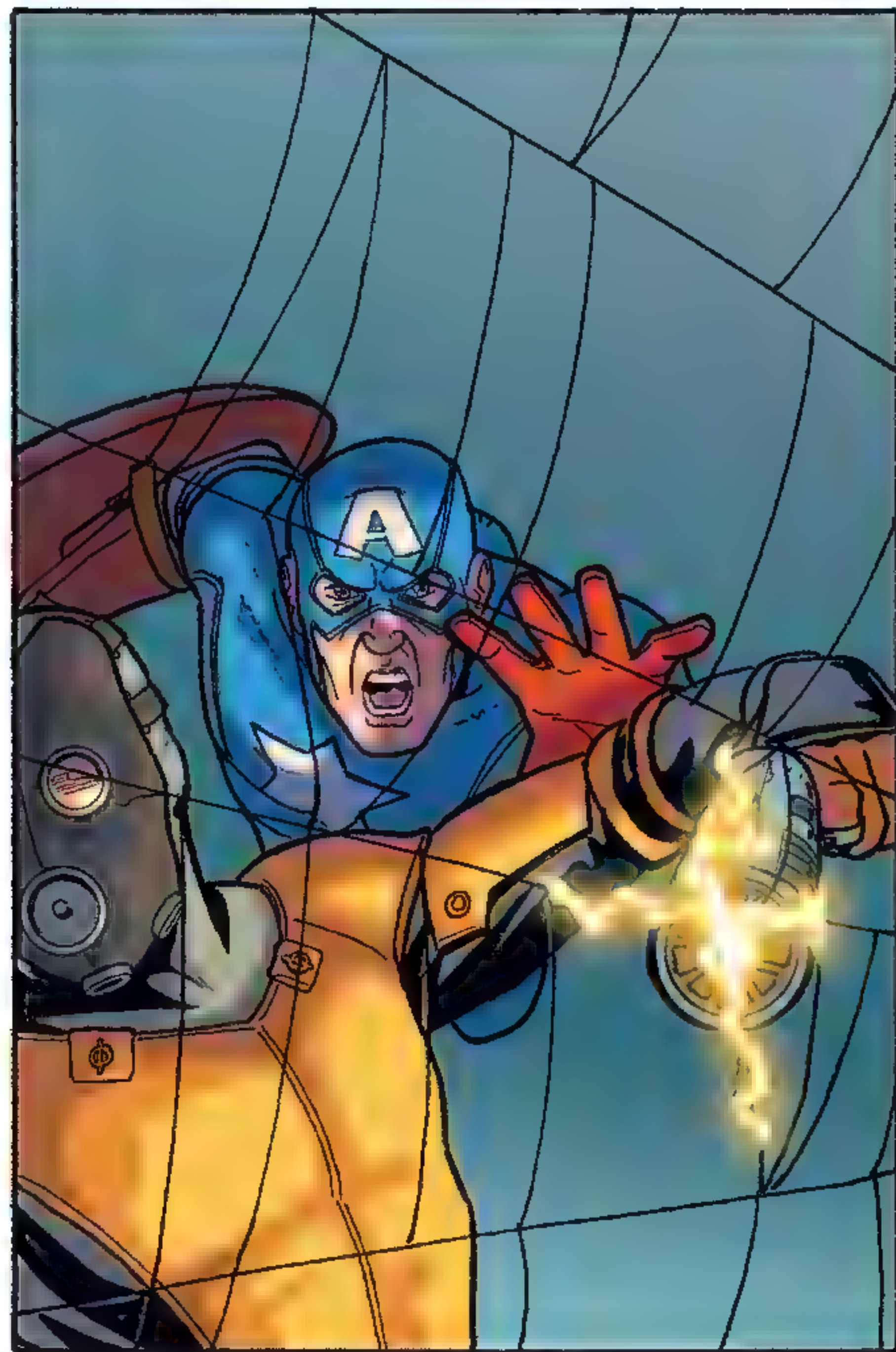
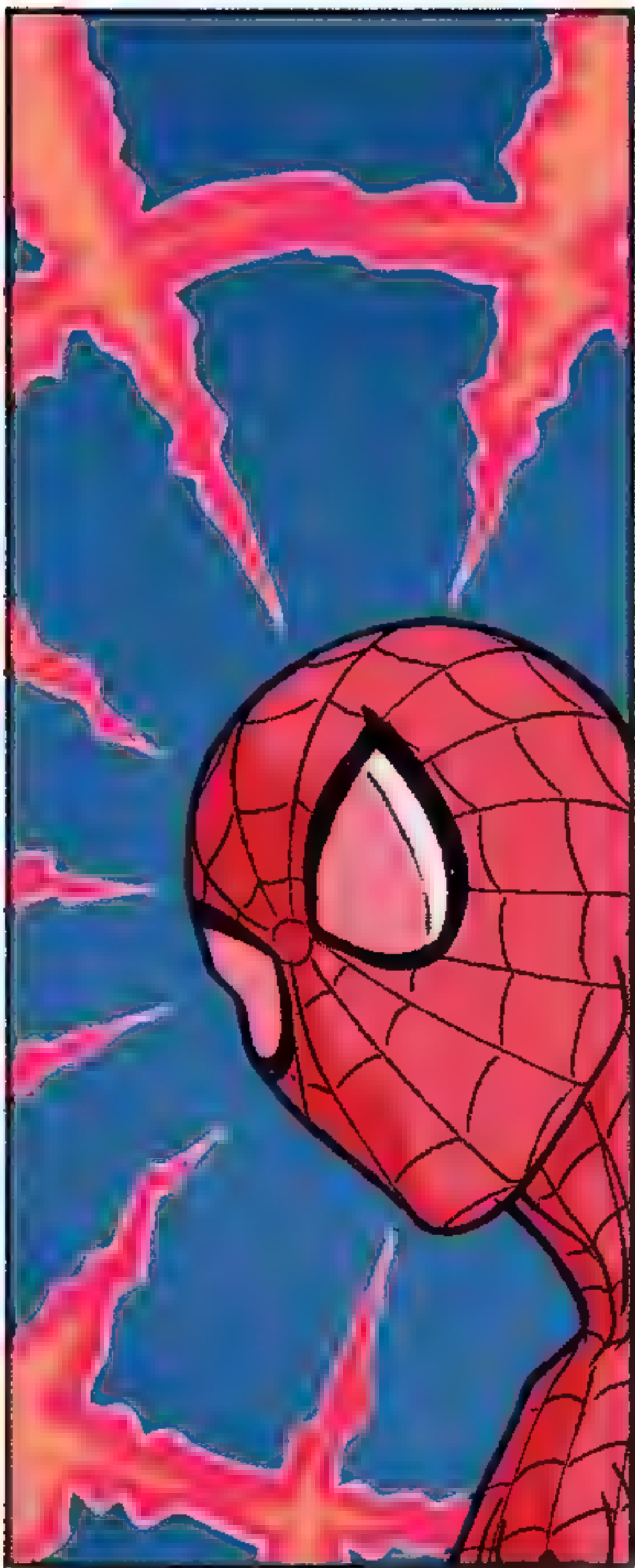
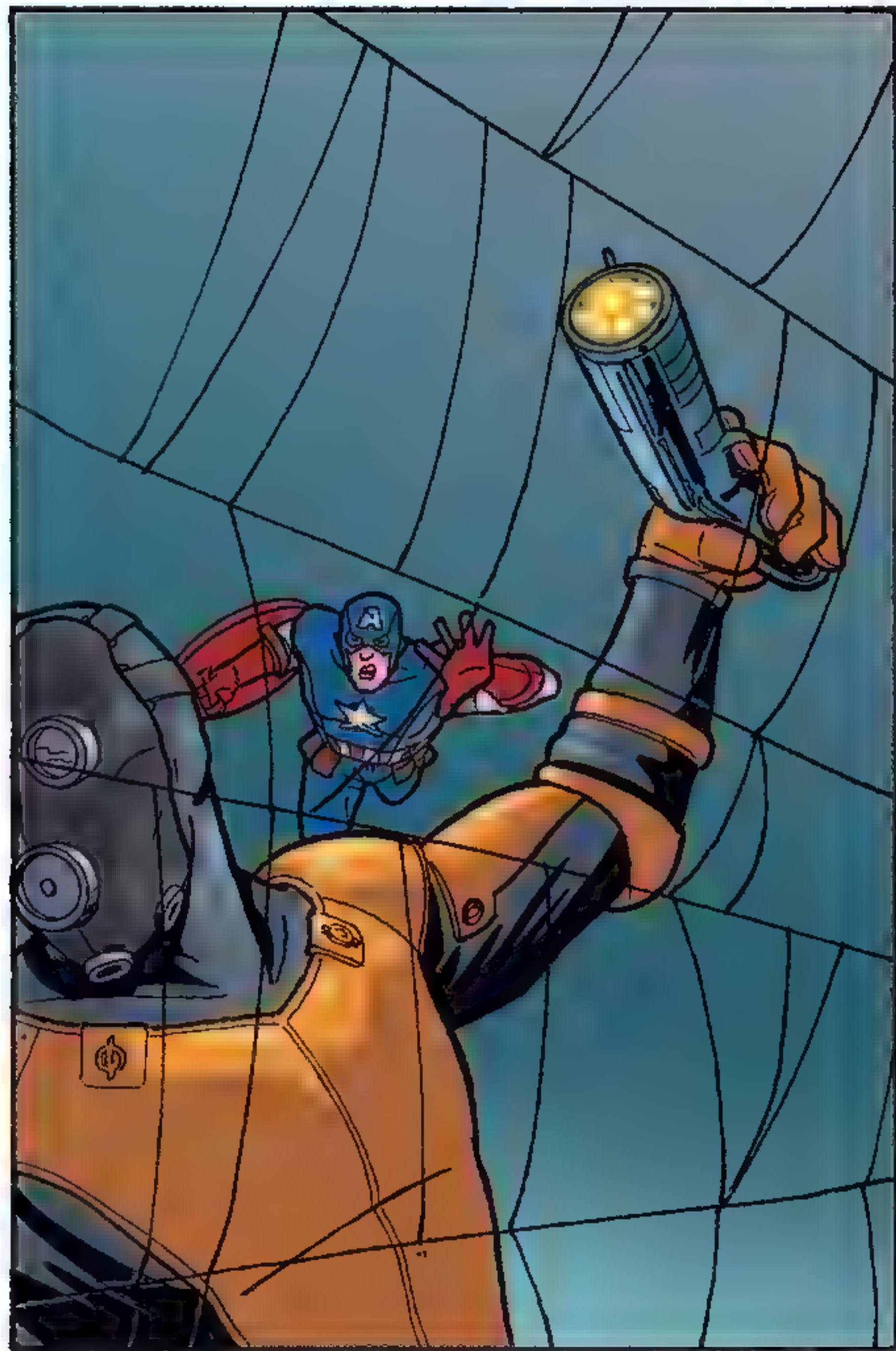
I'm not sure I see him the same way you see him...



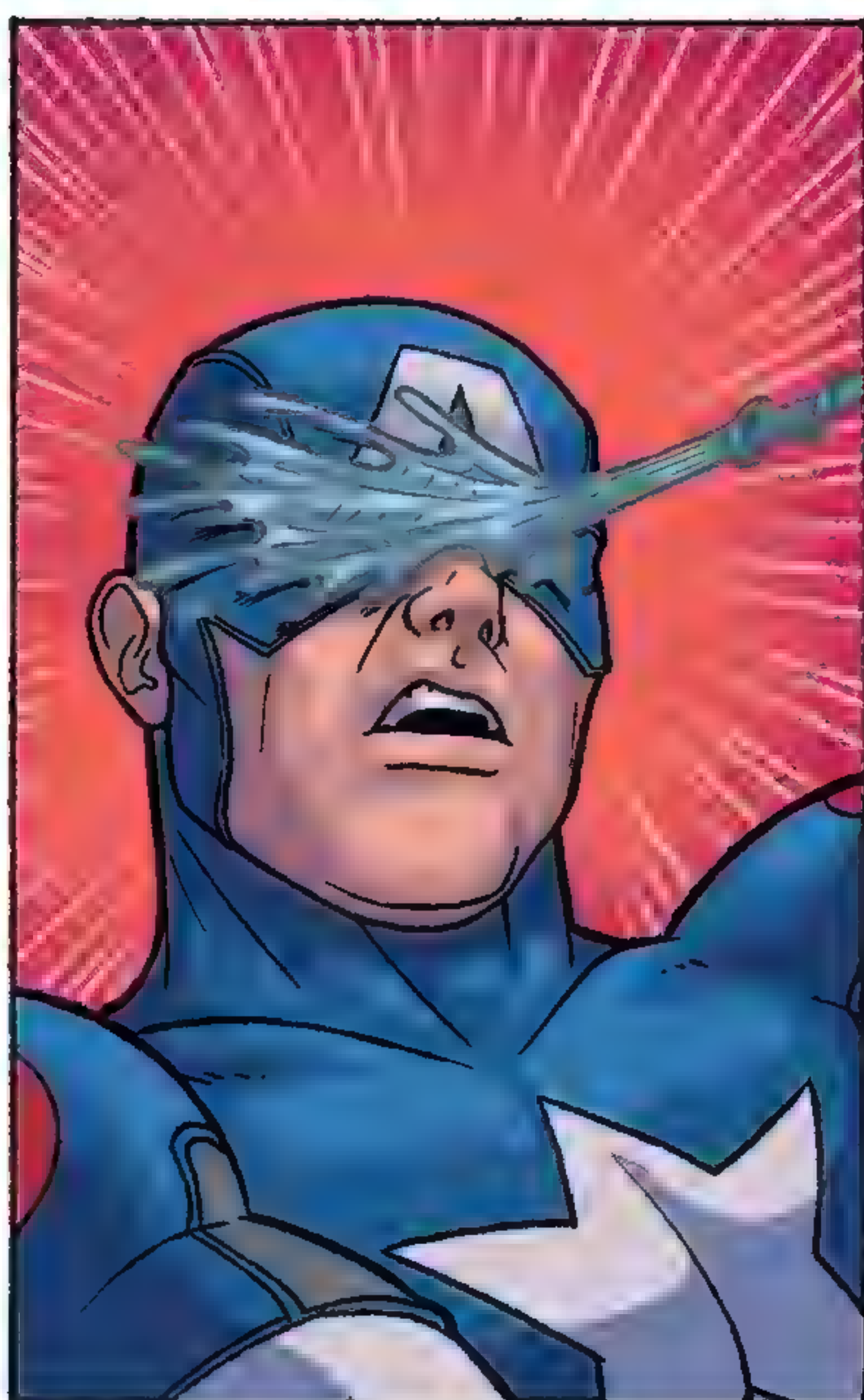
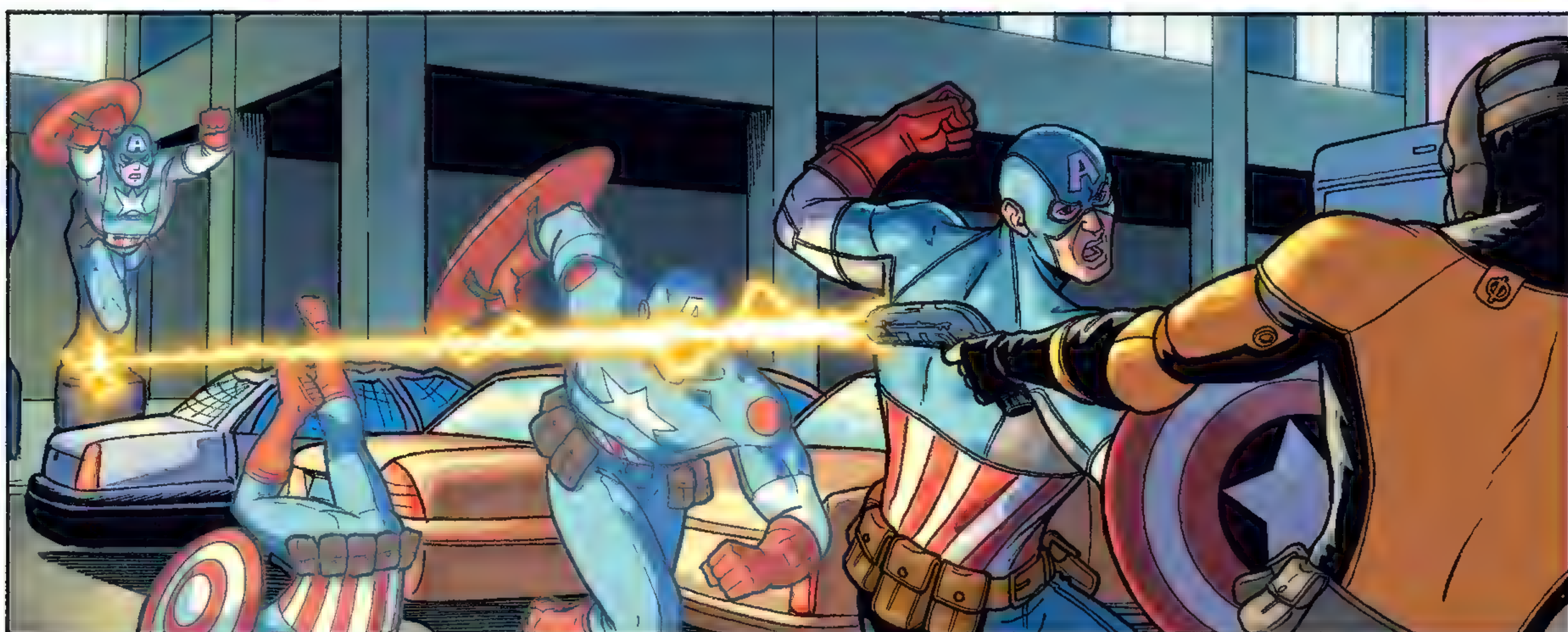


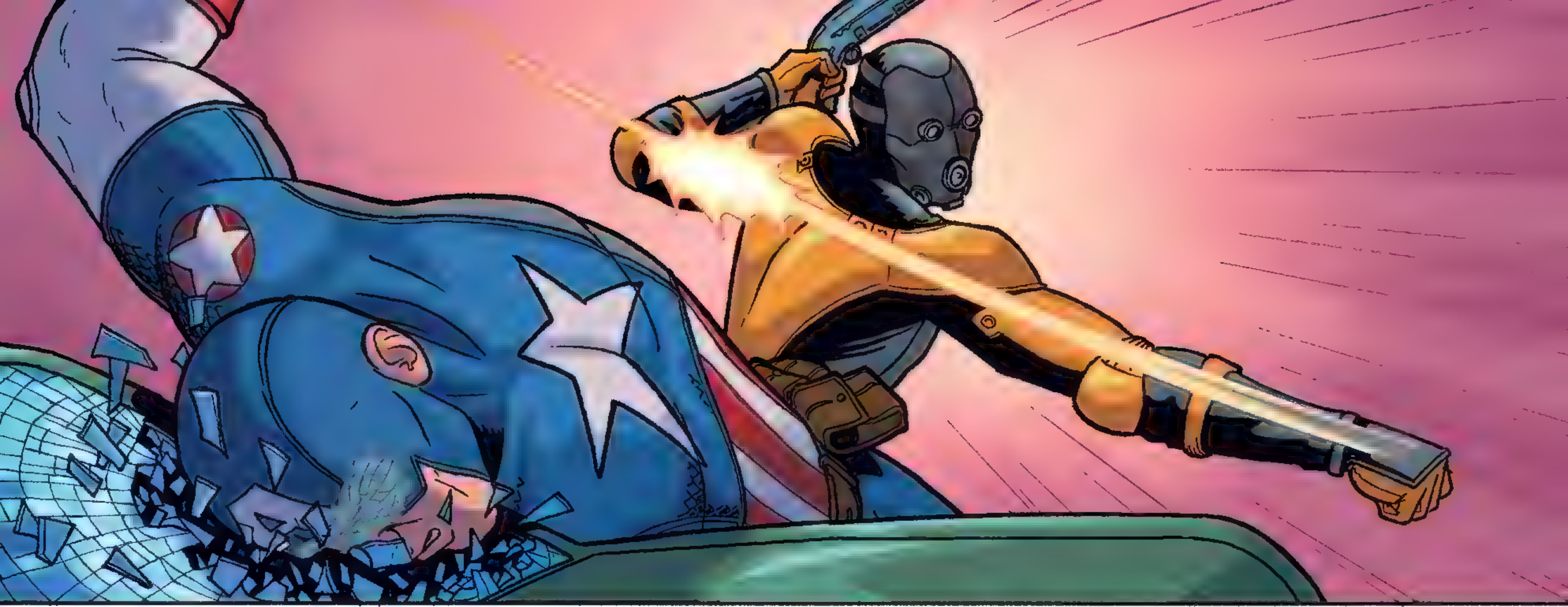














Big fan.
Idiot.
I know.



"So, no, I don't think he's ready."



There is a reason they don't let children in the military.

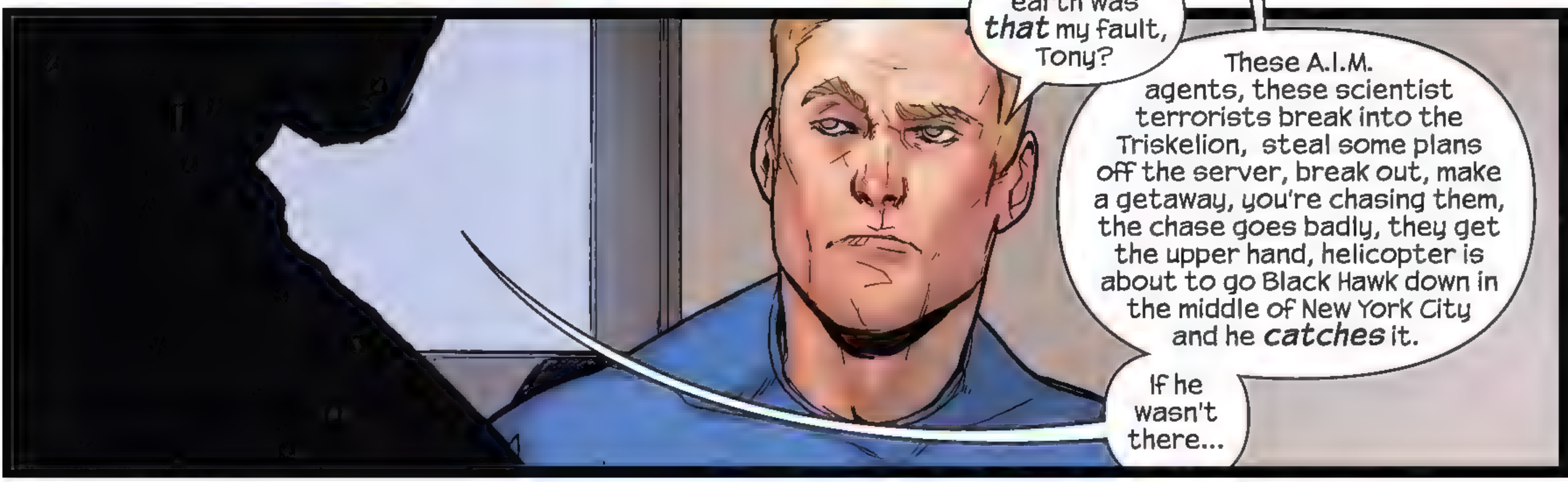
Because they are children and they could get themselves killed.

I'm not saying the boy doesn't have the best intentions and I'm not saying he's not brave...but in my opinion there's a fine line between bravery and just plain stupid.

And by the grace of God, no one was hurt and no one died that day.

Not for nothing, but that story sounds like it was more your fault, than his fault.

How on earth was *that* my fault, Tony?



These A.I.M. agents, these scientist terrorists break into the Triskelion, steal some plans off the server, break out, make a getaway, you're chasing them, the chase goes badly, they get the upper hand, helicopter is about to go Black Hawk down in the middle of New York City and he *catches* it.

If he wasn't there...



He also almost let them get away and caused *just as much* property damage than if the helicopter went down!

But no one was hurt.

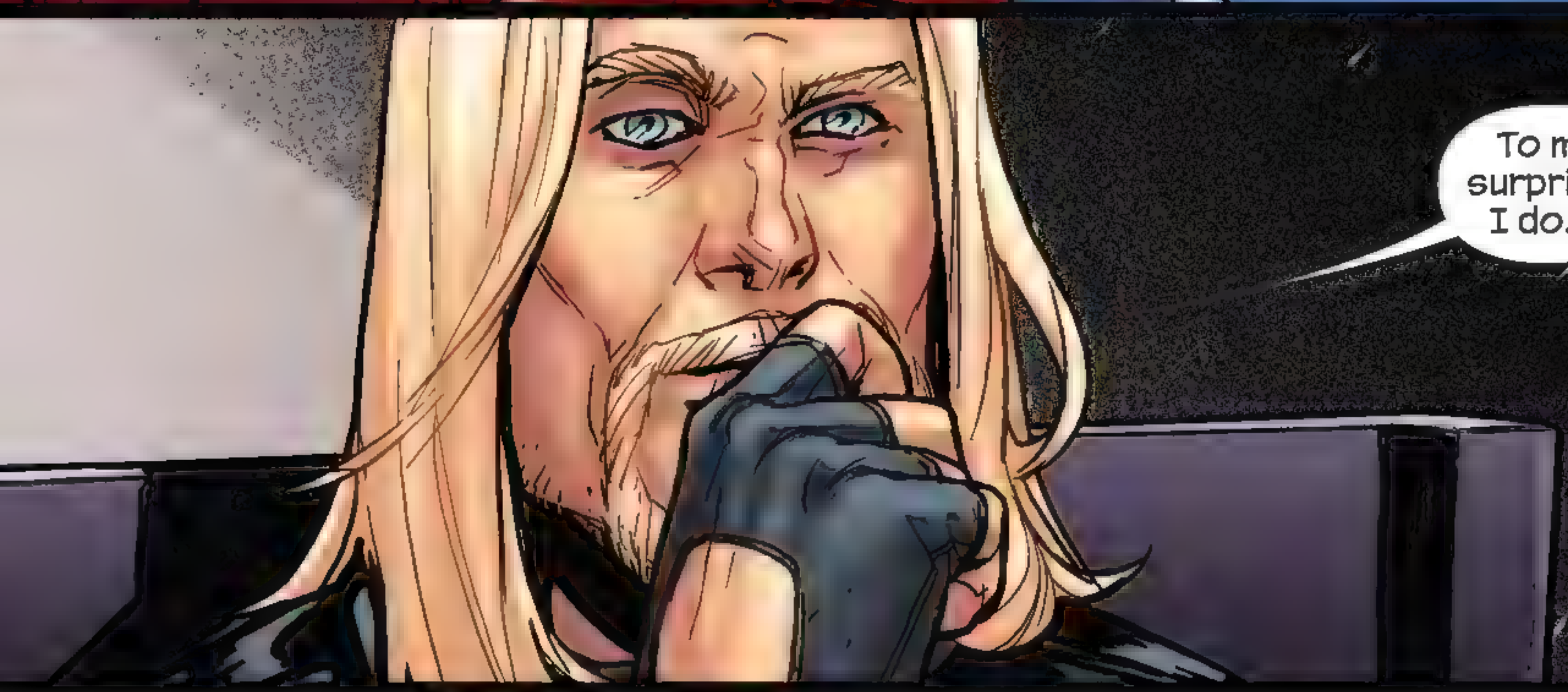
He's too young, Tony.

I think you're being too hard on him.

I think I'm the only one being hard on him.



Thor, you mighty God of Thunder, you don't happen to have an *opinion* on this?



To my surprise, I do...

It was a day...a day like any other...



"It would seem, at first, that only **fate** could pull together creatures as disparate as myself and the Spider-Man.

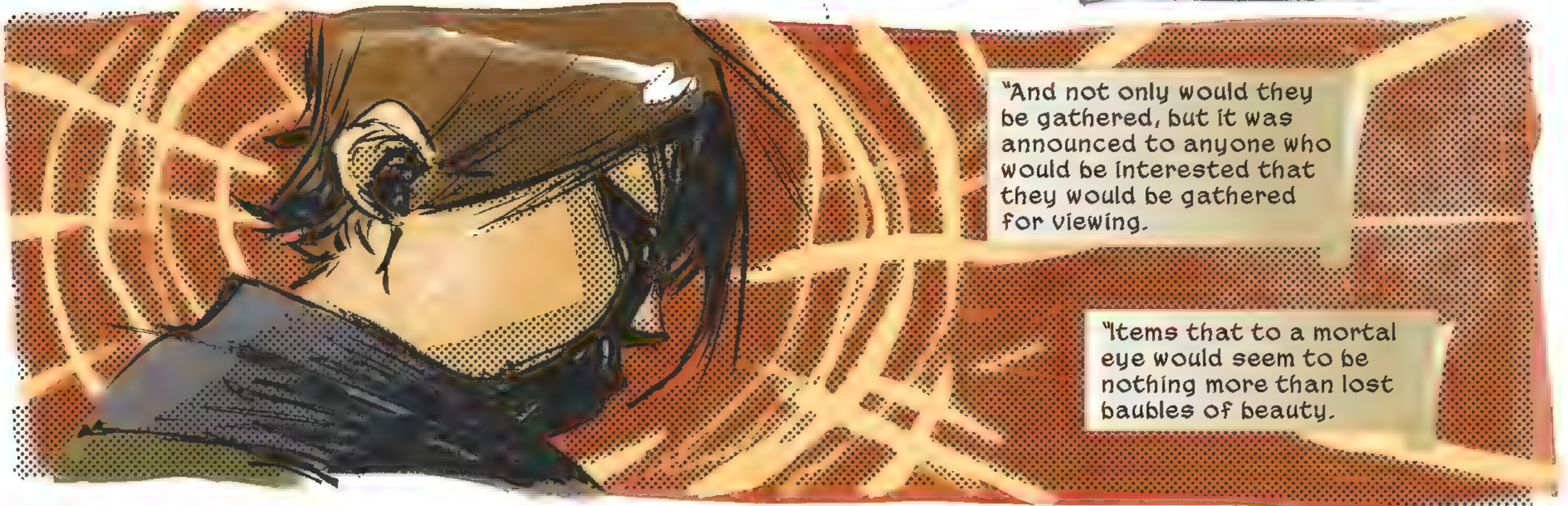
"For this great city of New York is vast and glorious--full of all sides of life and mystery.

"But what brought us together this day was nothing more than mortal man's ignorance of the world that I came from.



"For someone thought it a grand idea to put together a display of found items of Asgardian lore.

"Items of mysterious origin and unknown power that had found their way to the cracks and crevices of this world.



"And not only would they be gathered, but it was announced to anyone who would be interested that they would be gathered for viewing.

"Items that to a mortal eye would seem to be nothing more than lost baubles of beauty.

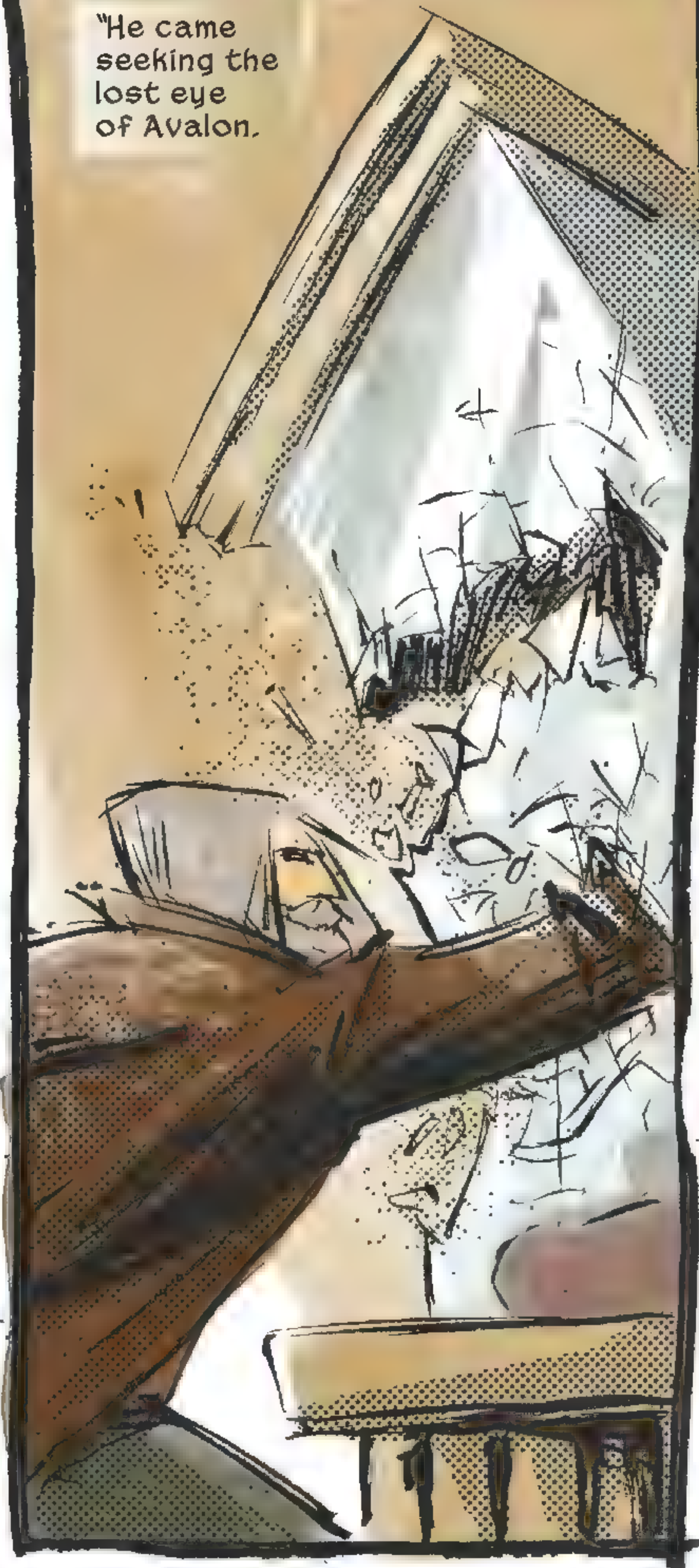


"But, as they say, nothing in this world, or the world of my birth, is guaranteed to be as it would seem...

"In this case as I would find, there was a lost soul, a mortal sorcerer named Xandu. Through his studies, he discovered what only a handful of people in the entire Nine Realms know is a lost item of transference and power.



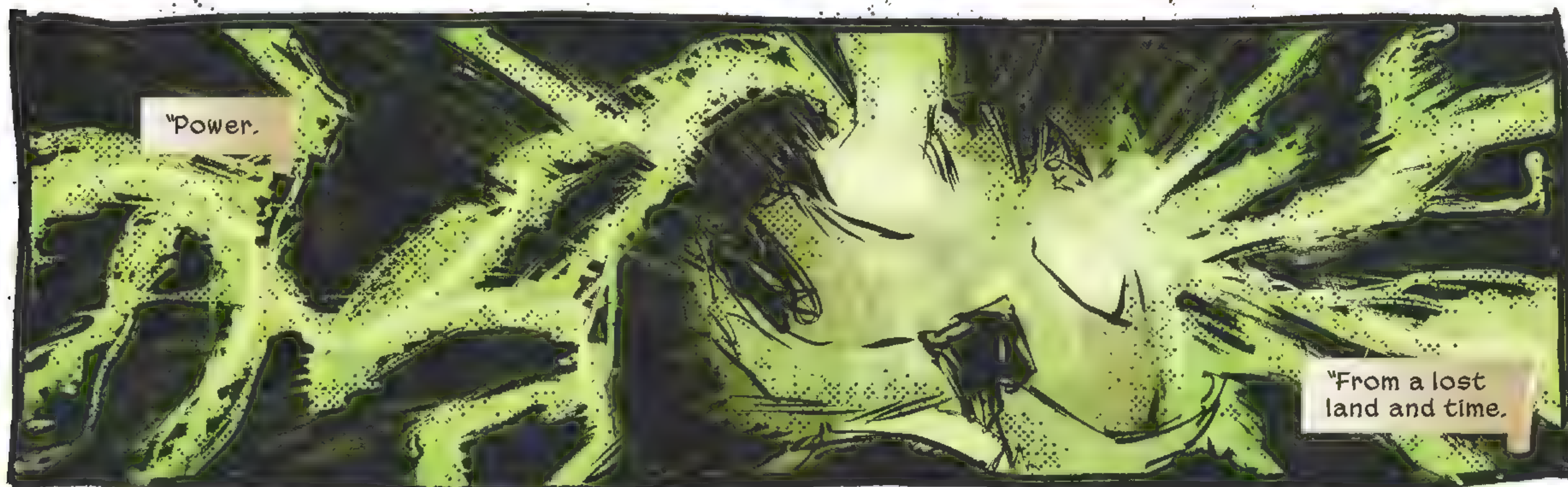
"He came seeking the lost eye of Avalon.



"And he found what he was looking for.



"Power.

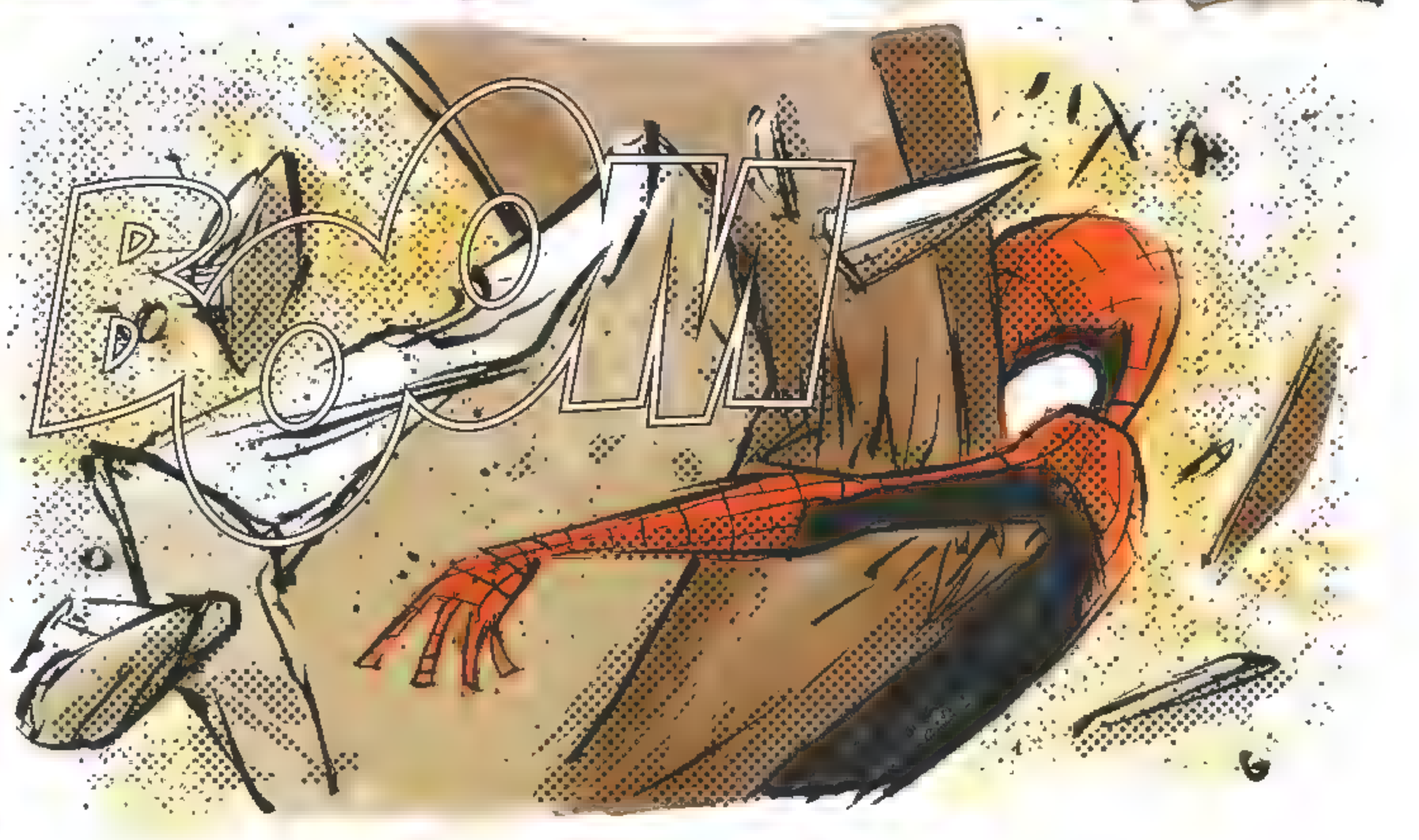
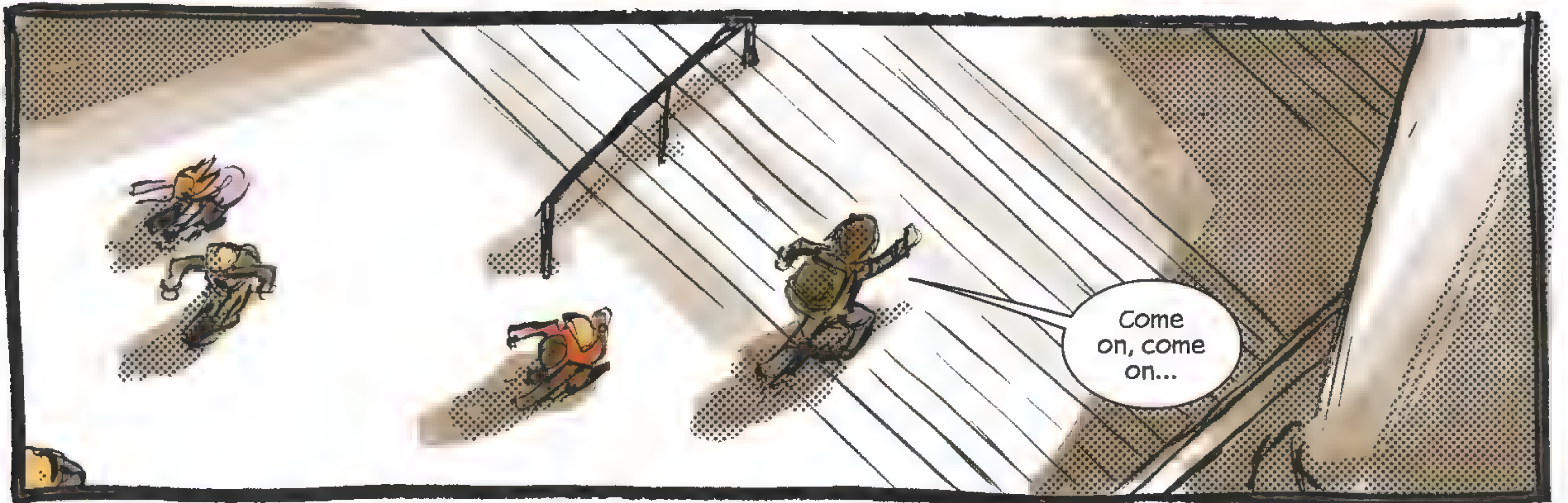
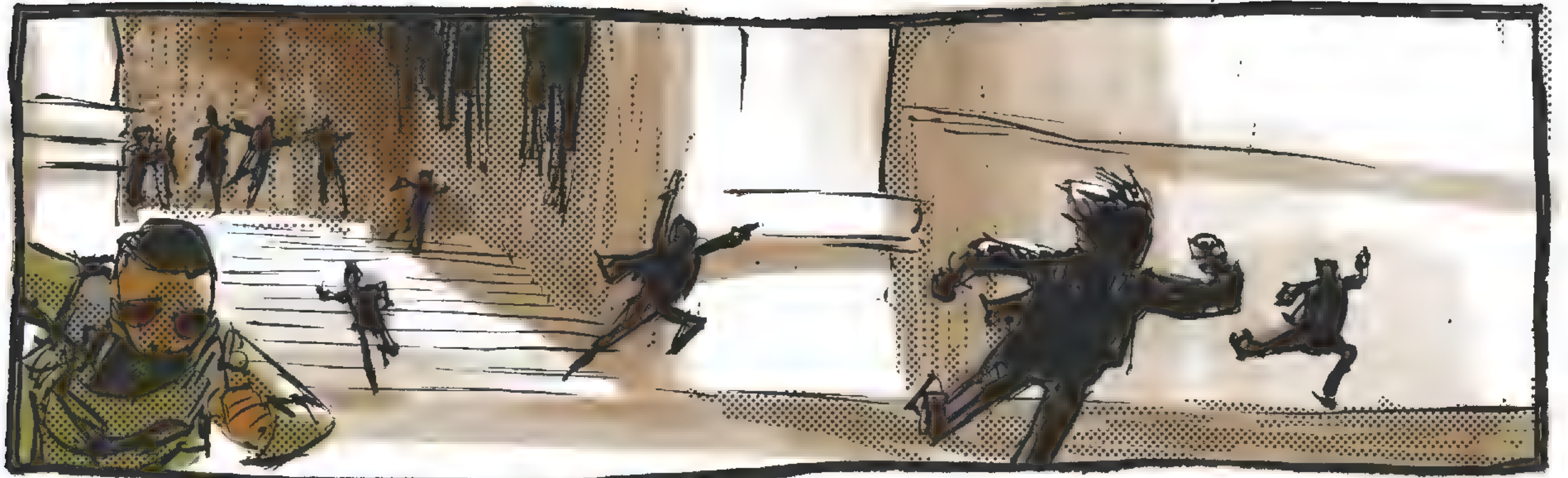


"From a lost land and time.

"Power that has
no place here
on Earth."

"And no place
in the hands
of a mortal."

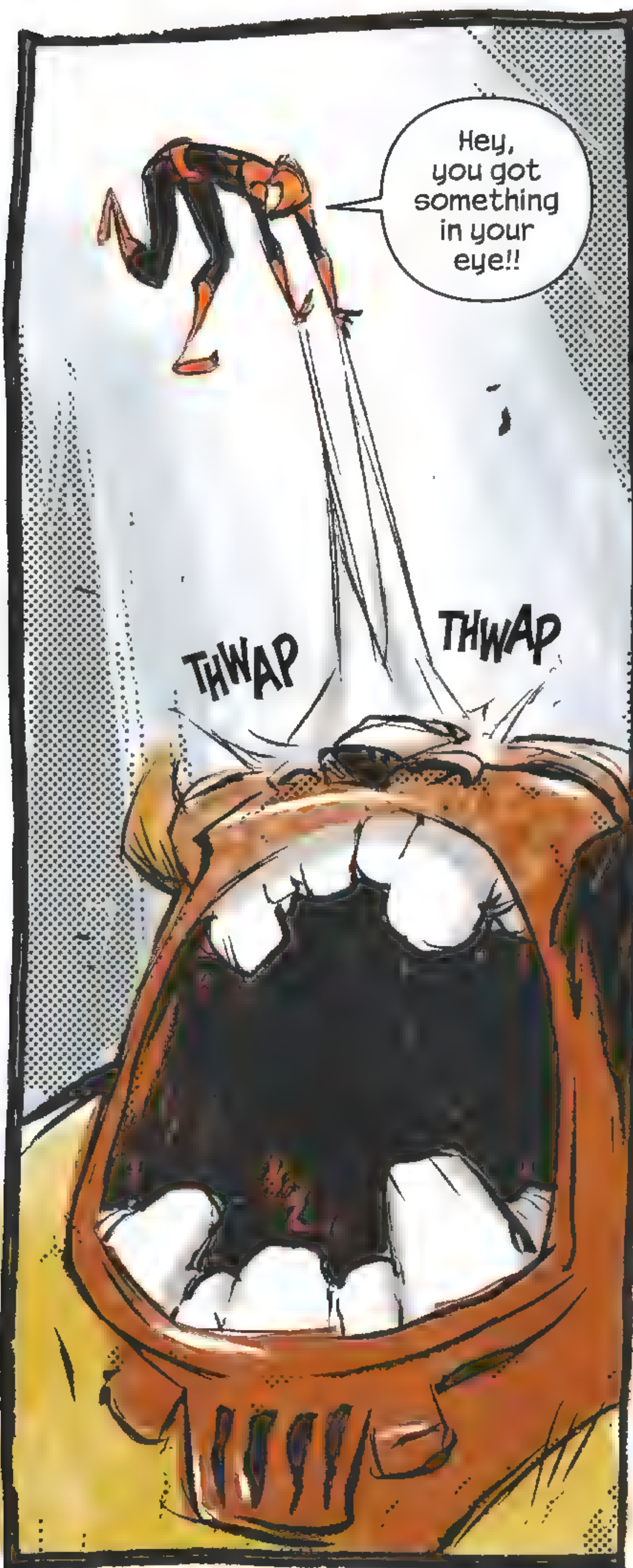






Everybody
run!!

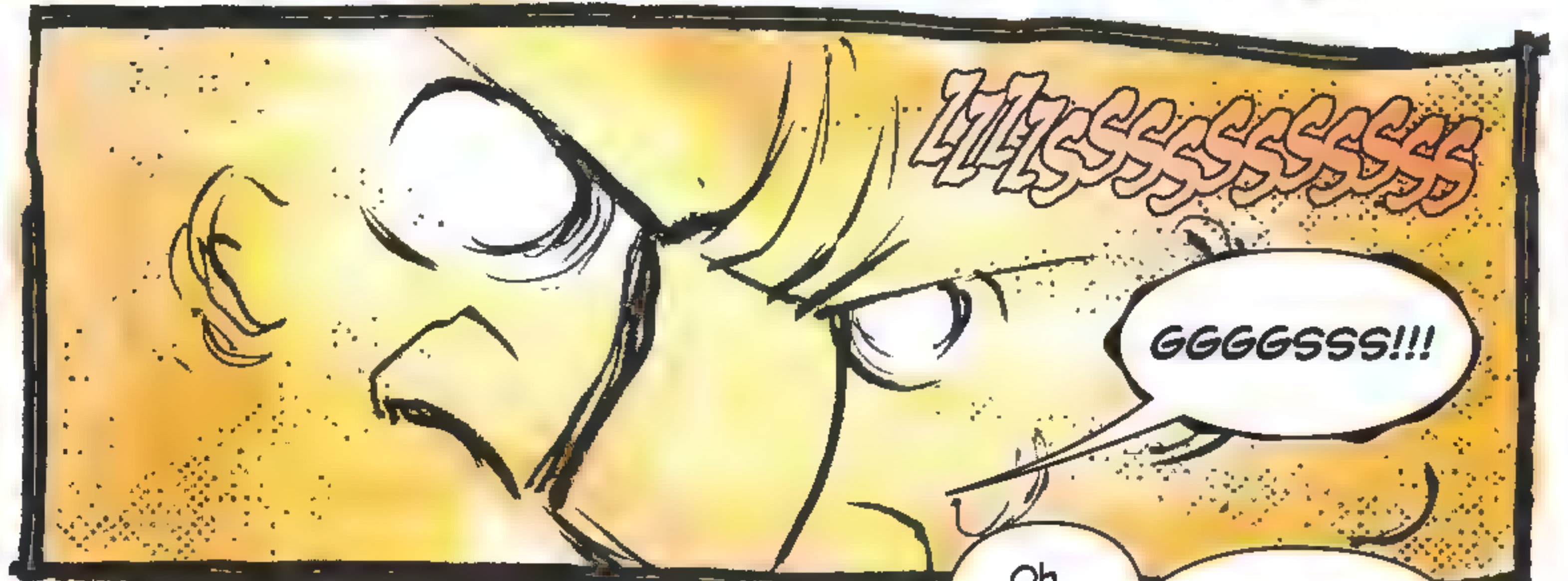
And if you
are running!!
Run *faster*!!



Hey,
you got
something
in your
eye!!

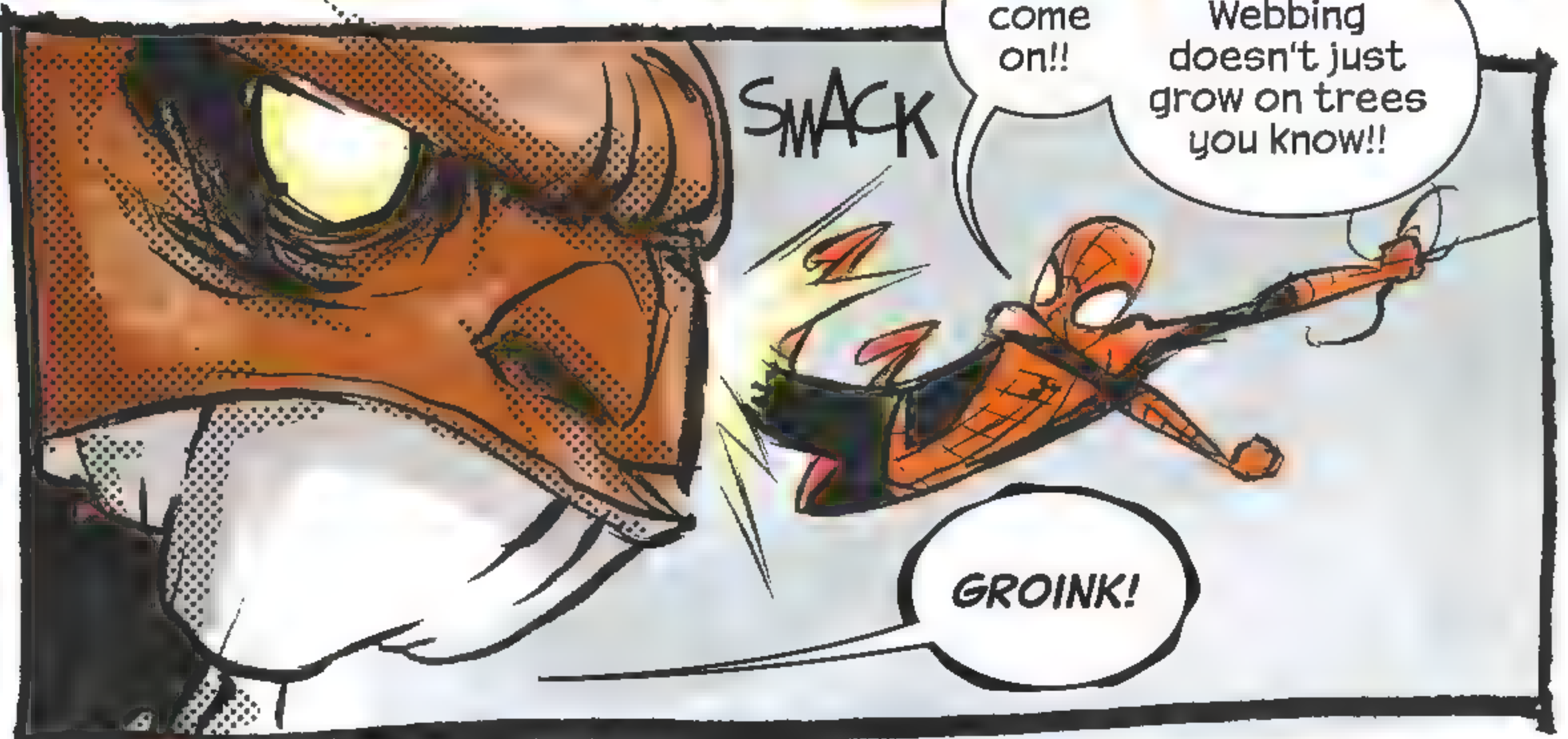
THWAP

THWAP



THWAP THWAP

GGGGSSSS!!!

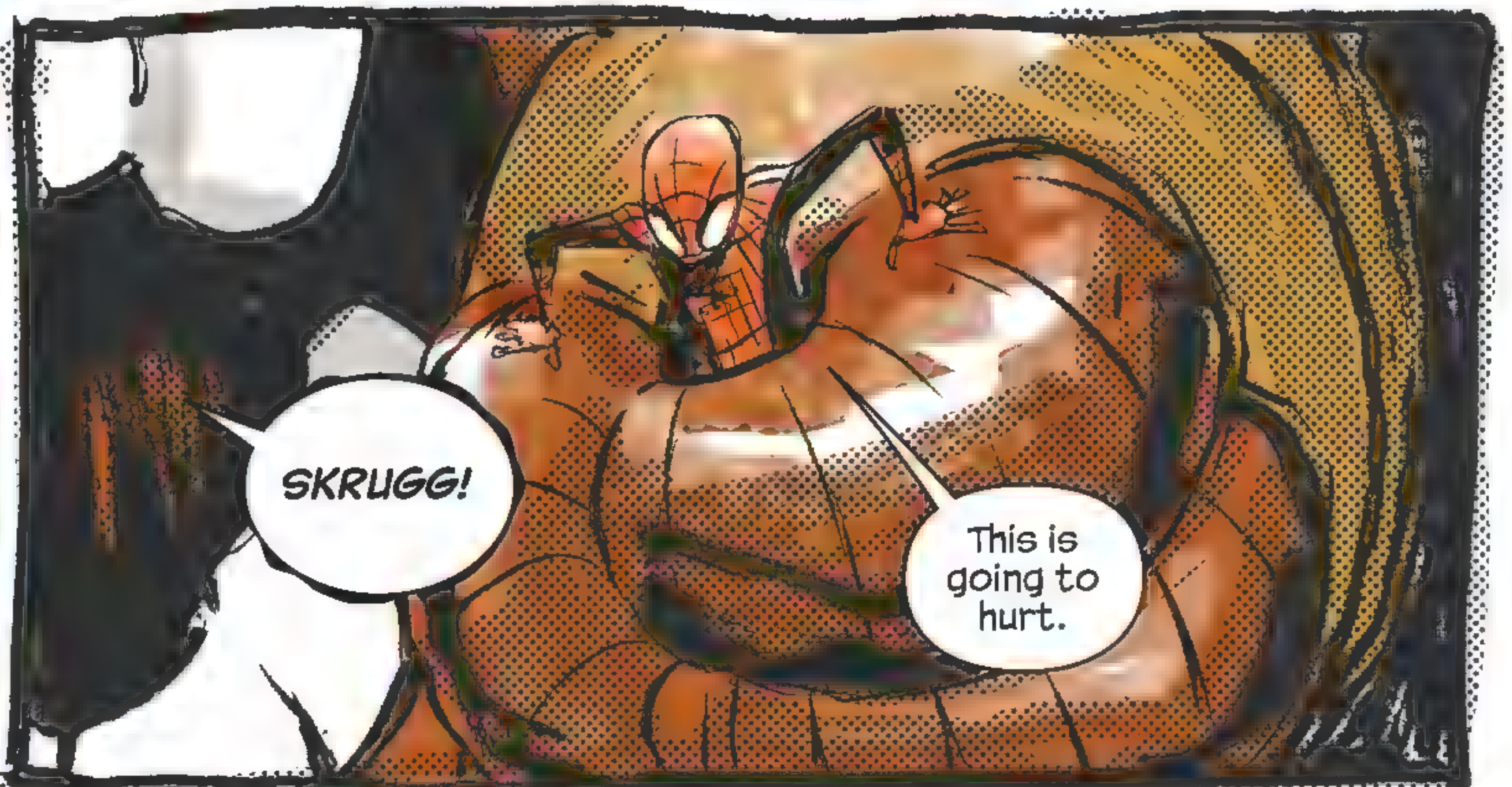


SMACK

Oh,
come
on!!

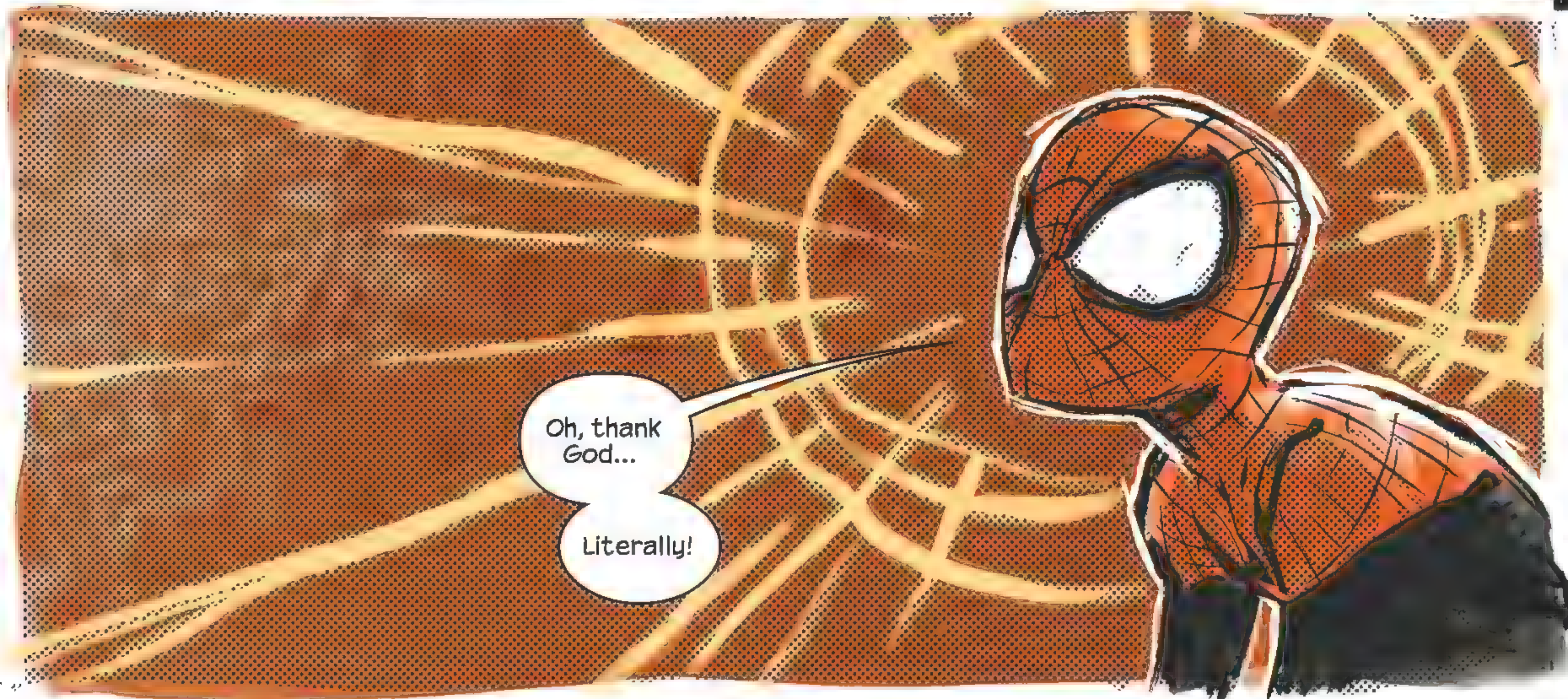
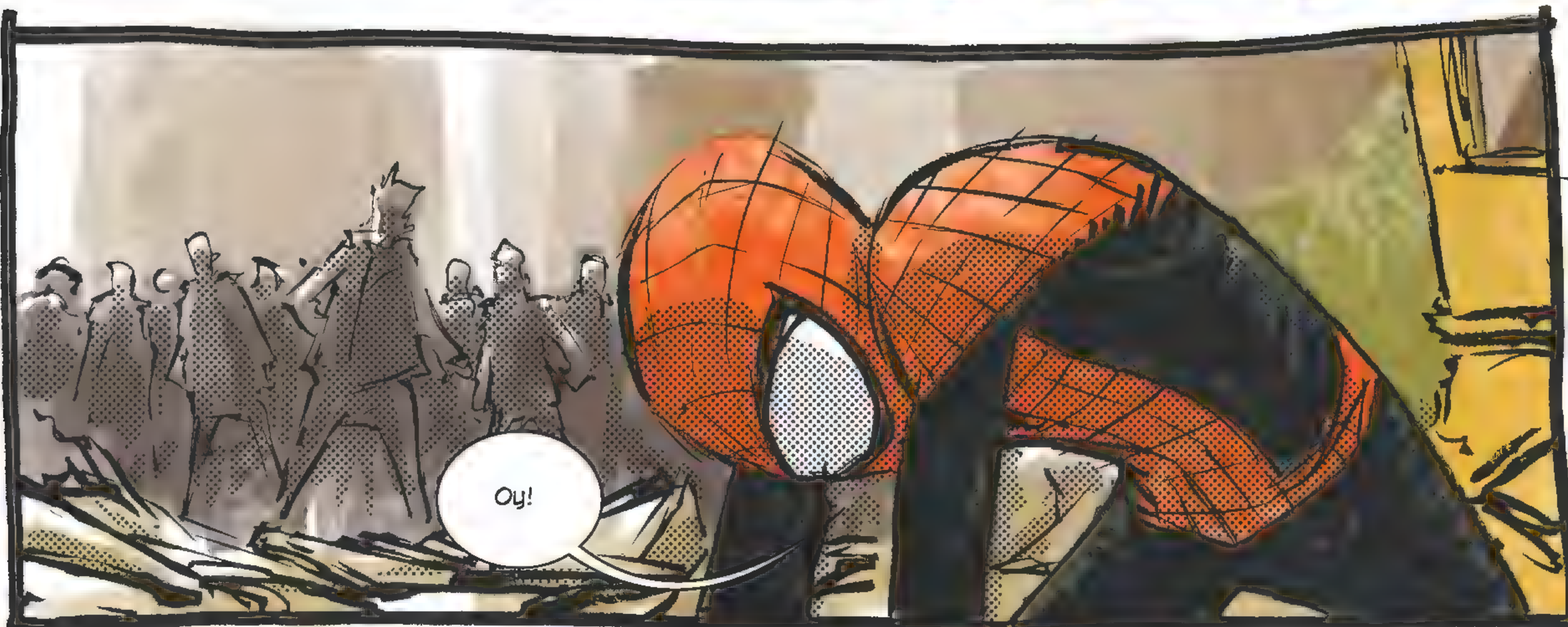
Webbing
doesn't just
grow on trees
you know!!

GROINK!

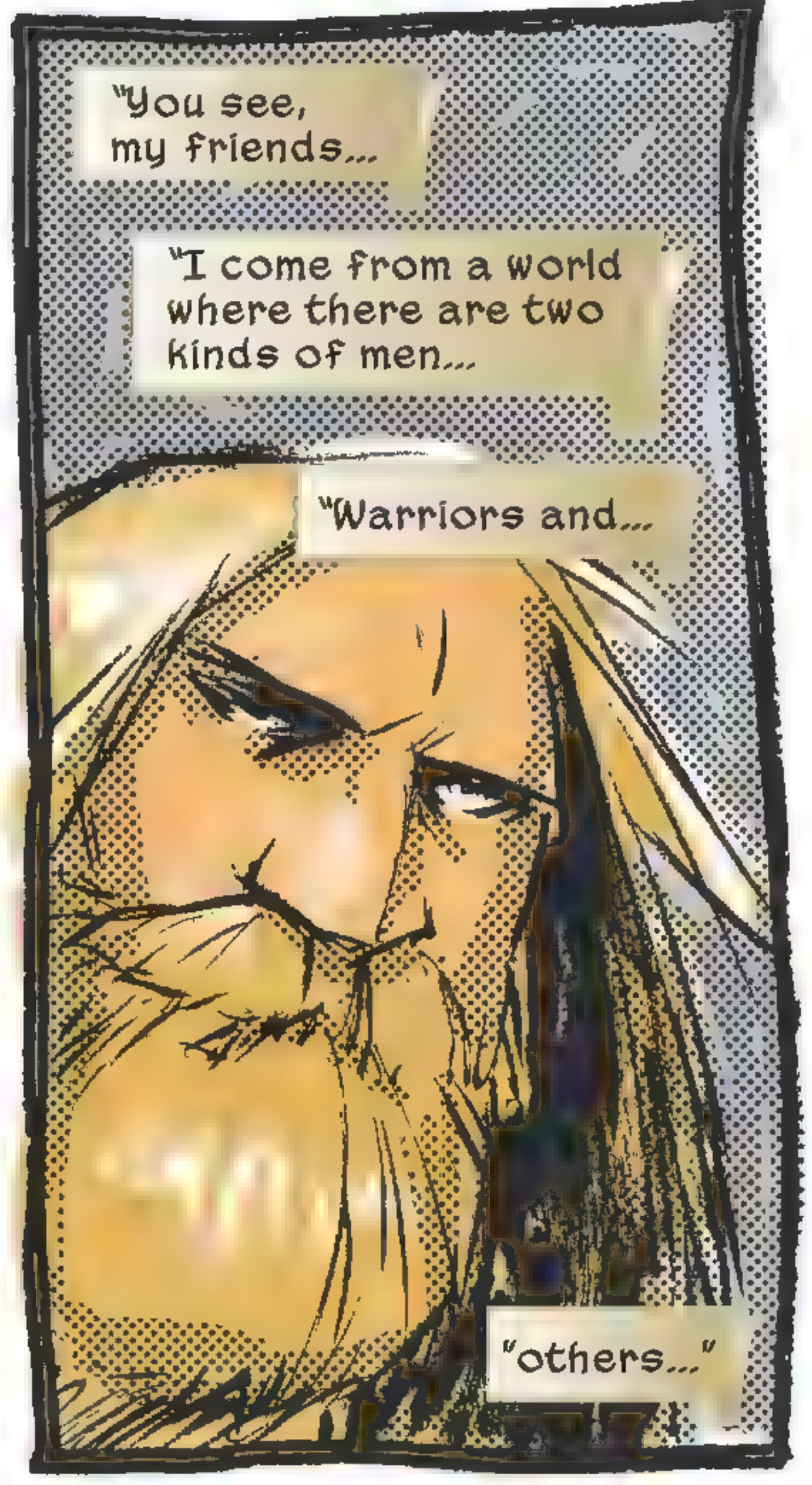
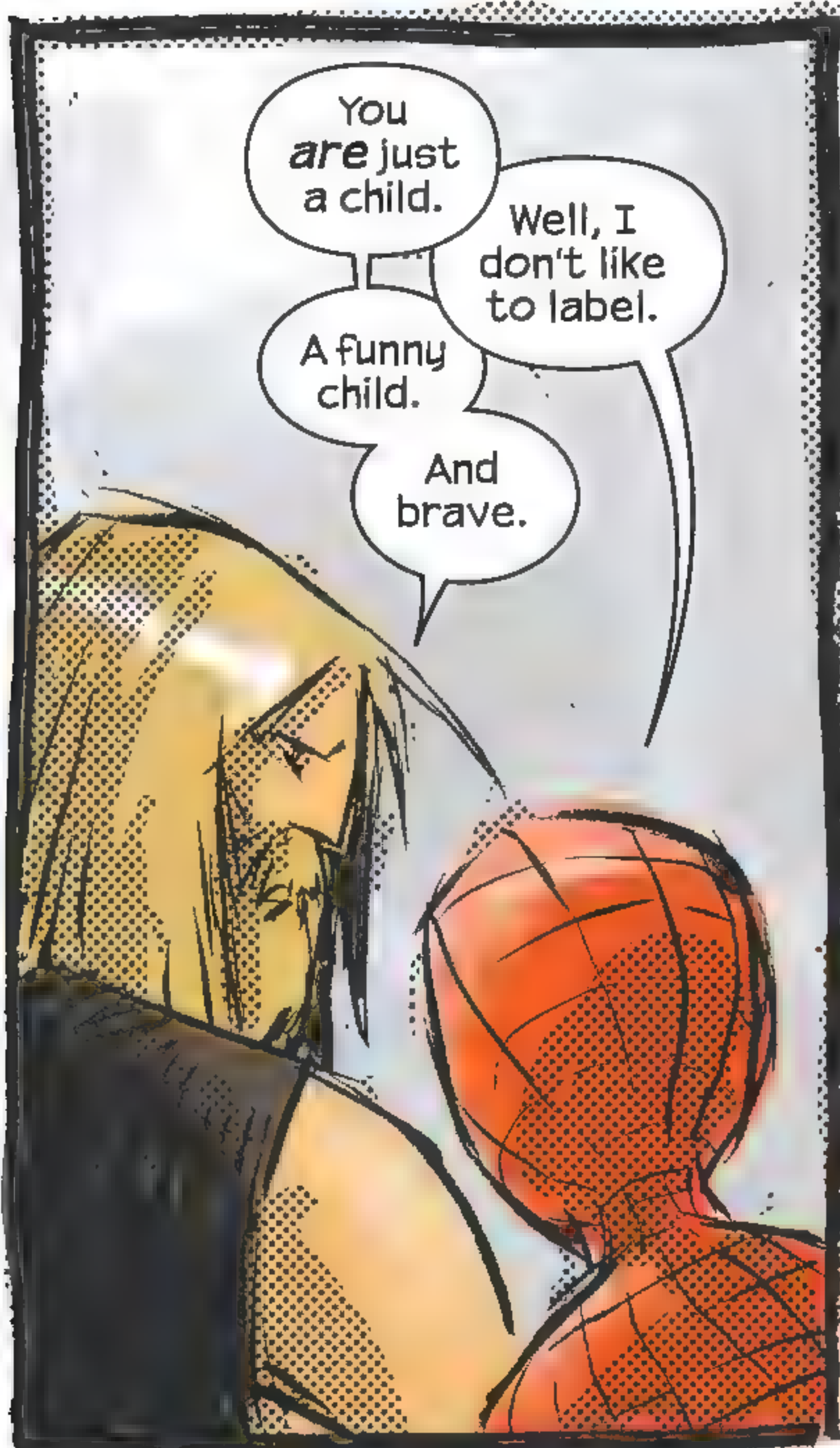
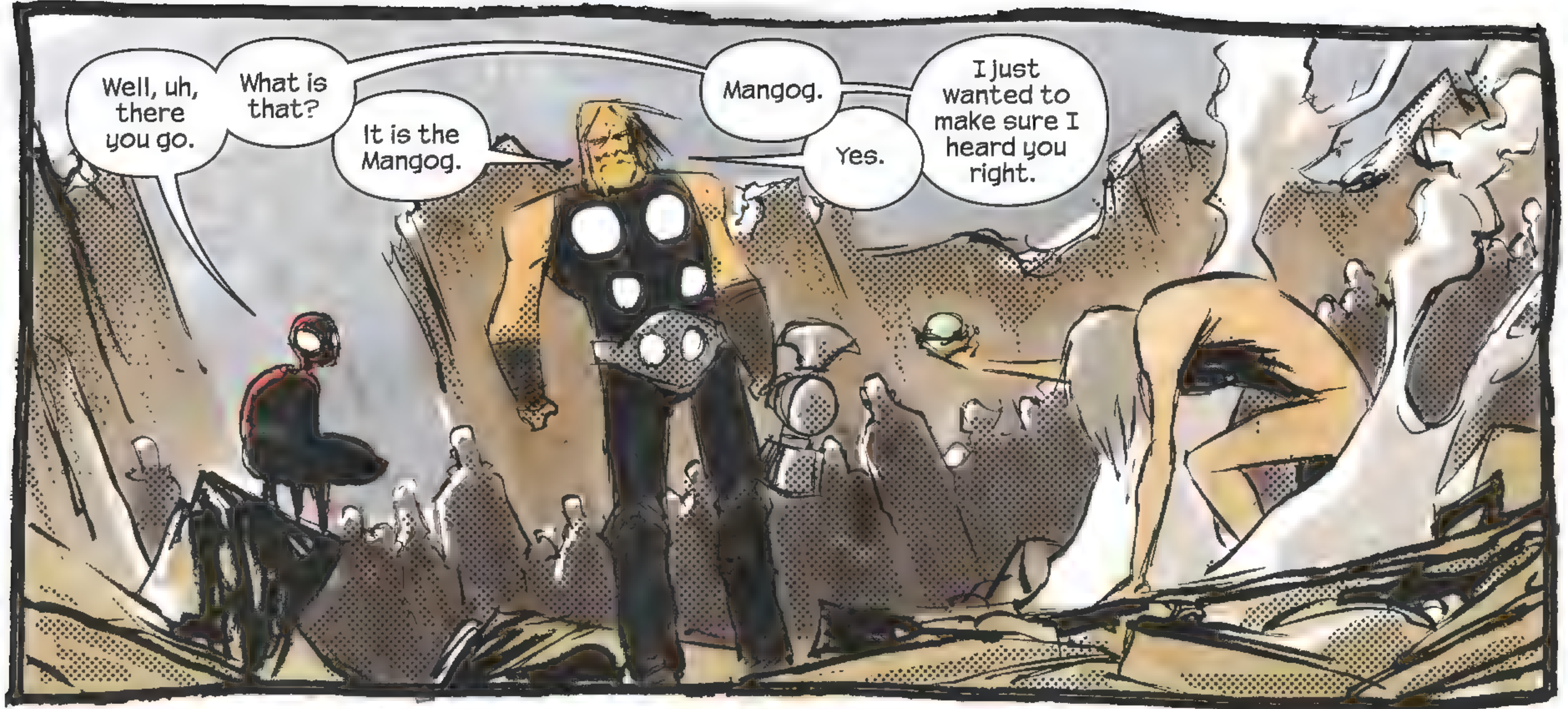


SKRUGG!

This is
going to
hurt.









In Asgard, our children are brought into the hunt at a young age...

To test their mettle, to steel their heart for battle...

And those who pass begin blessed lives of the Guardian Warrior.

And those who do not, do otherwise...

It is a glorious time tested rite of passage.

And by any standard, this Spider-Man child has passed the test.

All he needs now is guidance.



Exactly.

This isn't Asgard.

Man is man. A warrior is a warrior.

He's *too young*.

You said that already.

Thank God no one told you *you* were too frail to be a soldier.

They did.



Well then, good that you listened.

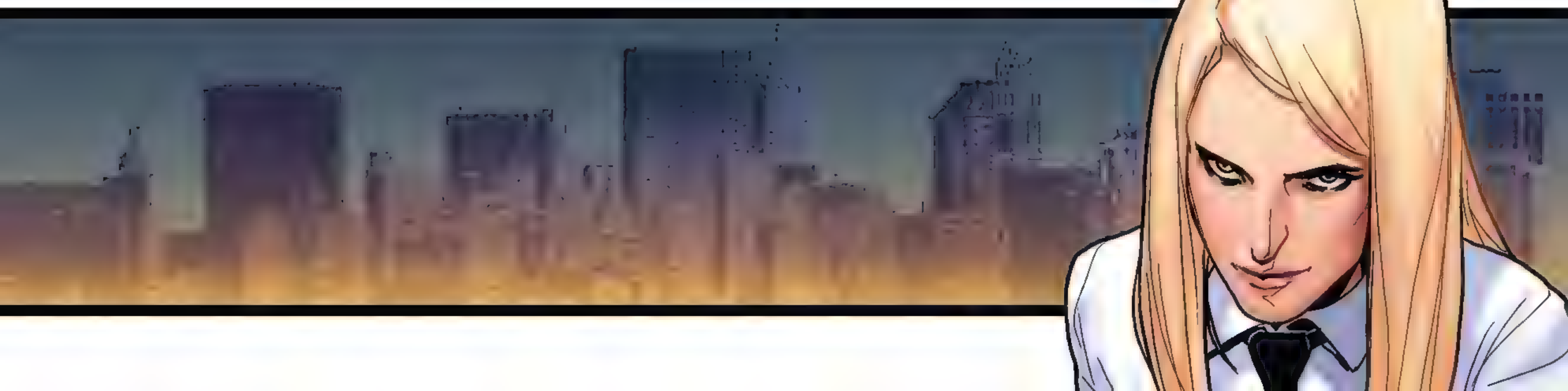
I'm making sense.

He needs training.

I see what you're trying to do.

He *needs* to be grounded.

He needs to be rewarded.



Queens.

Dude, the *bald* one.

I never saw her.

Johnny, she's the only smoking hot *bald chick* in our entire school. Shaved head.

What do you want from me?

I want you to stay away from her so I can ask her out.

She's the hottest chick in school.

She's a bald chick?

Uh, guys.

What's going on?

I think someone is here.

You're right.

Why are they parked outside my house?

It's S.H.I.E.L.D.

How do you know?

I'm Johnny effing Storm. I used to be in the Fantastic Four. My dad was a scientist for covert operations in Army intelligence.

I know a thing or two.

We should get out of here.

You think they figured out we live here with Peter?

We should run.

I can't.

Yes, you can.

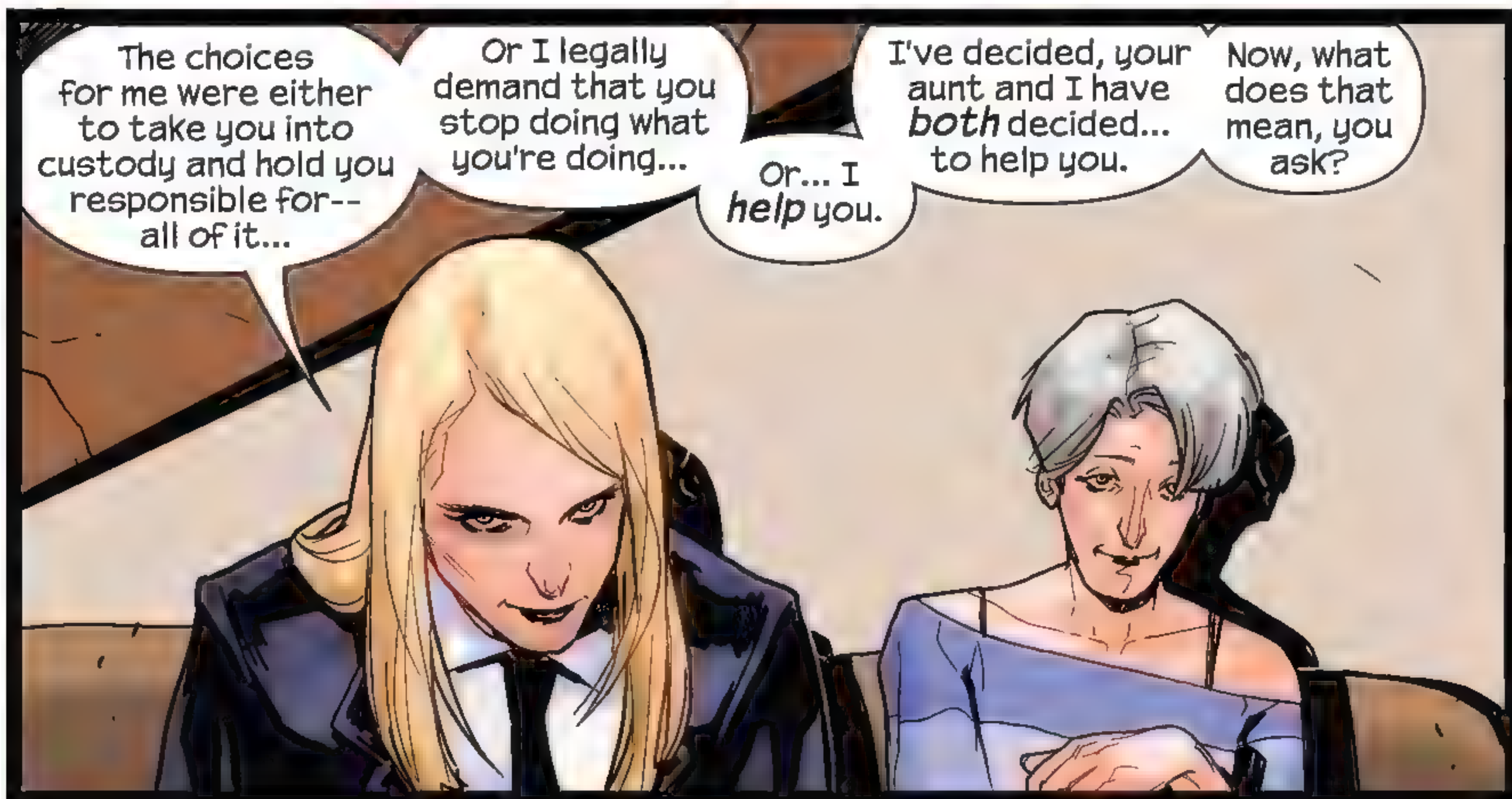
No, I can't.

I can't leave my Aunt May to deal with whatever this is.

You guys go.

I'll call you as soon as I figure out what this is.

Peter...





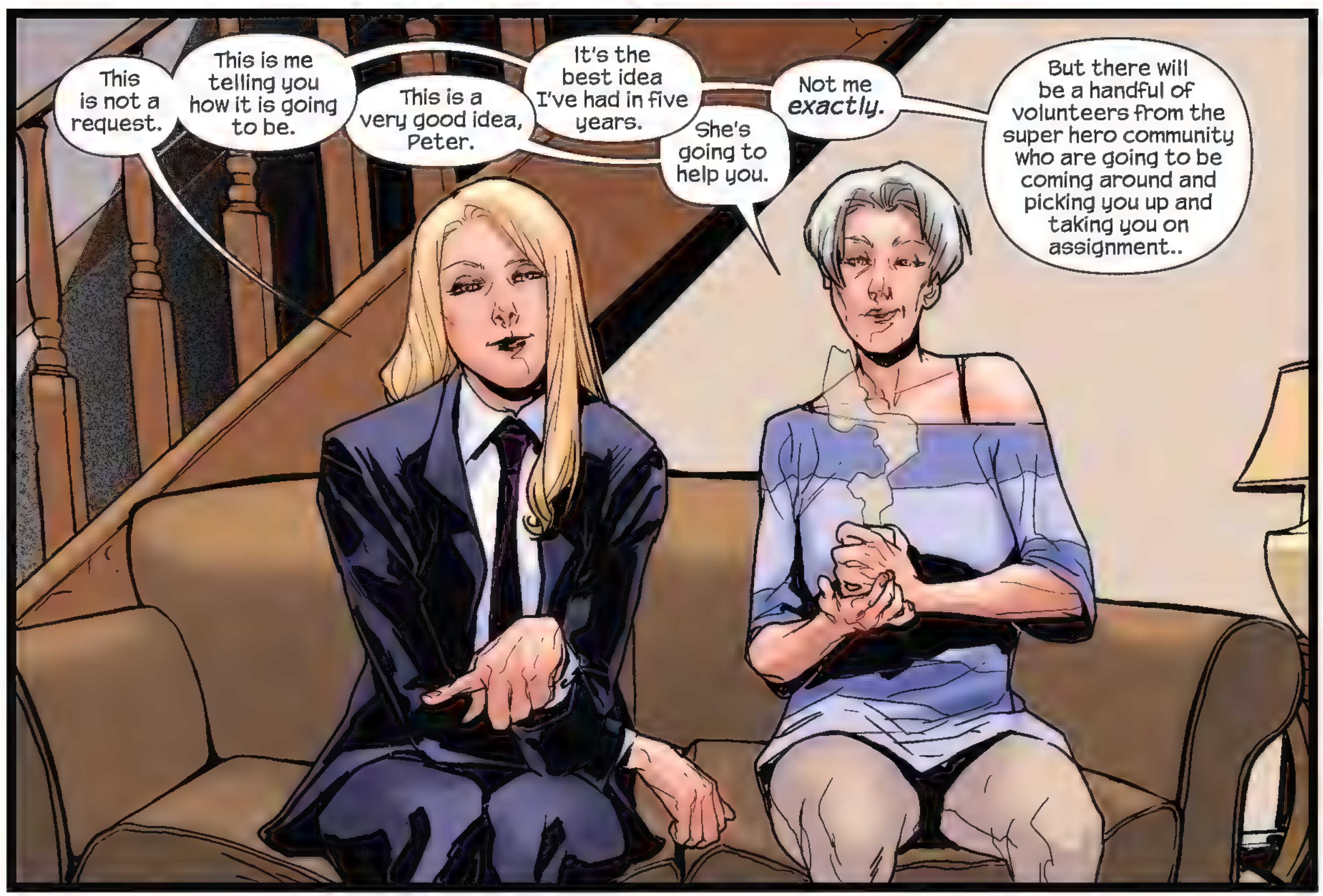
From now... until I say you're done...you will be required to cooperate with afterschool training.

After-school super hero training.

After school, you will--

What?!!

WHAT??!!



This is not a request.

This is me telling you how it is going to be.

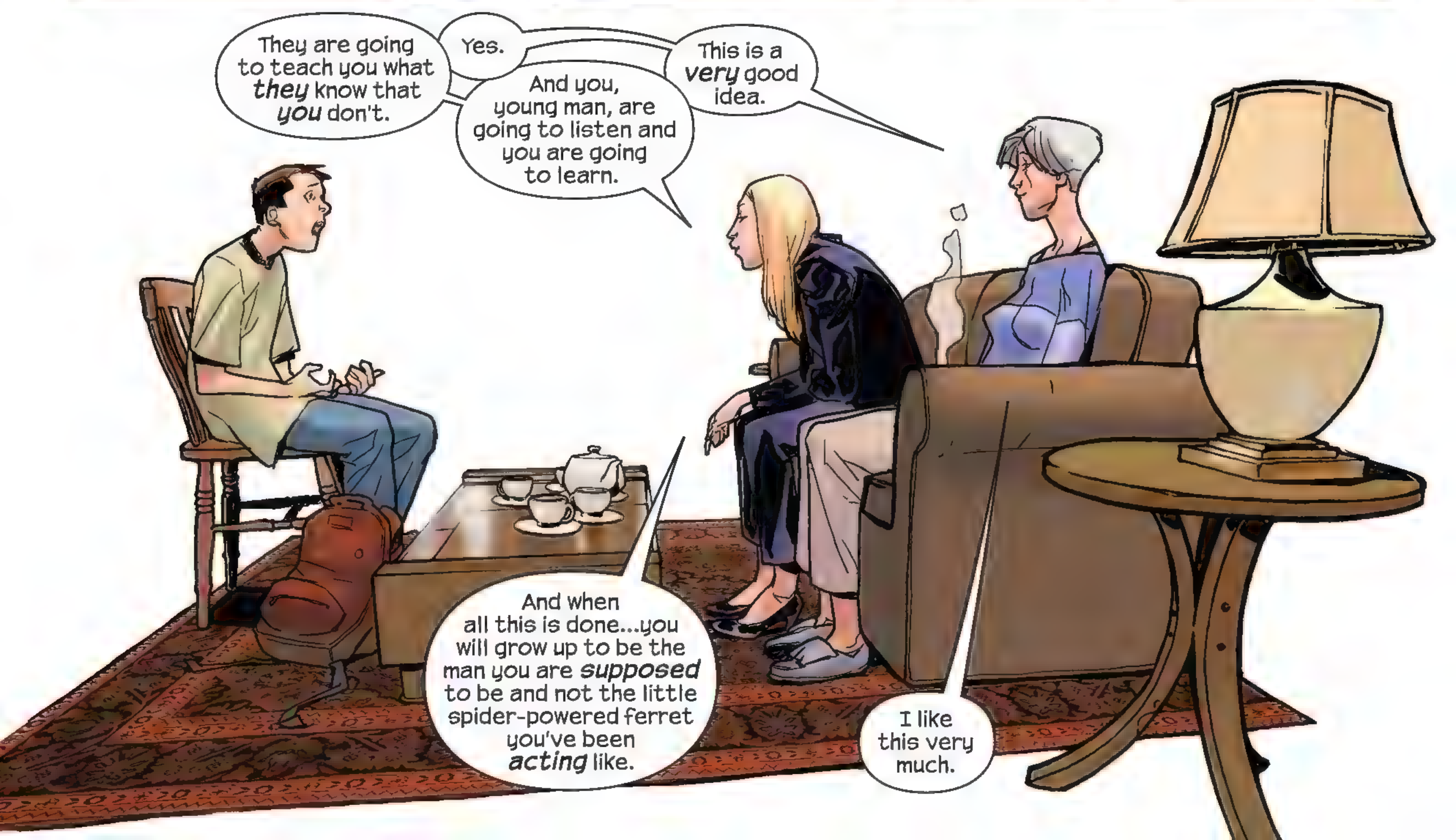
This is a very good idea, Peter.

It's the best idea I've had in five years.

She's going to help you.

Not me *exactly*.

But there will be a handful of volunteers from the super hero community who are going to be coming around and picking you up and taking you on assignment..



They are going to teach you what *they* know that *you* don't.

Yes.

And you, young man, are going to listen and you are going to learn.

This is a *very* good idea.

And when all this is done...you will grow up to be the man you are *supposed* to be and not the little spider-powered ferret you've been *acting* like.

I like this very much.



Congratulations,
Spider-Man...

You're
going to
super hero
school.

Next Issue: Yep, Super Hero School.

ULTIMATE SPIDER-MAN SUPER SPECIAL #1





"So..."

"...here's what happened..."

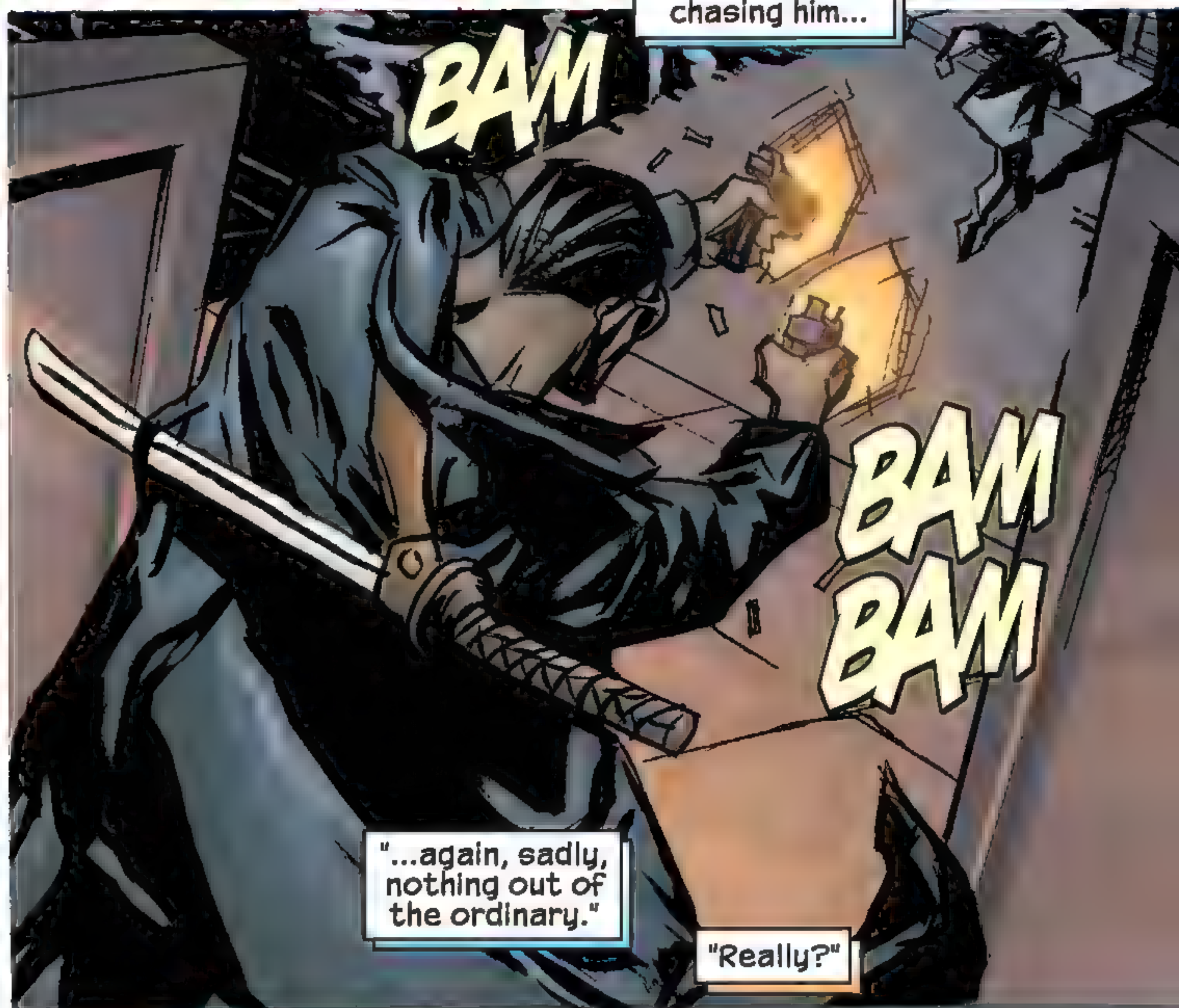


"Nothing out of the ordinary..."

"...just a guy running like a maniac through a side street of Manhattan."

"Believe it or not, I see it every day."

"But then there's the other guy-- with the guns-- chasing him..."



"...again, sadly, nothing out of the ordinary."

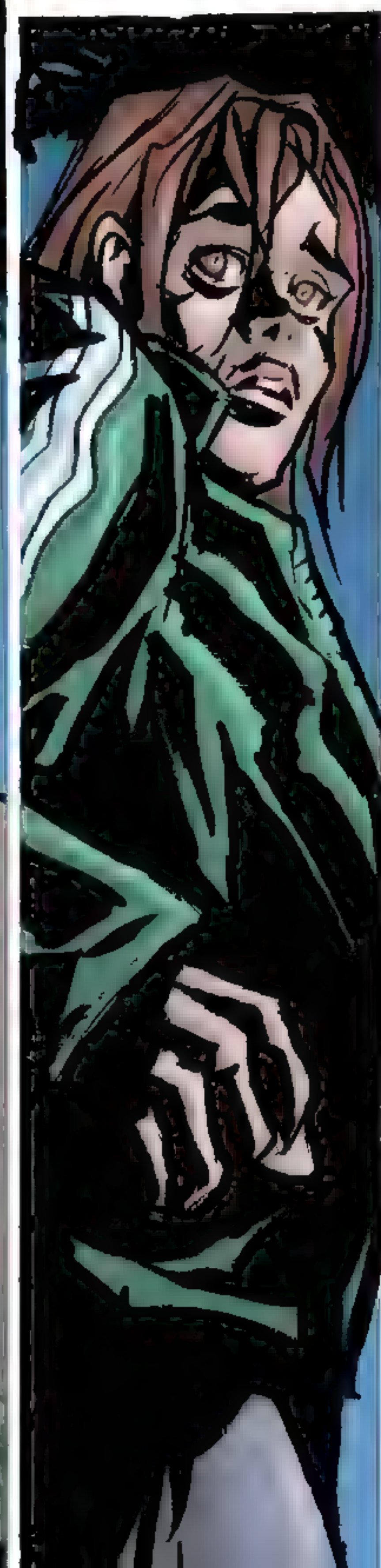
"Really?"



"I swear, after midnight, New York turns into a bad Joel Silver movie."

"Who?"

"Don't worry about it."





GRRRAHH!!
You idiot!!

Didn't you hear the bell?
It's crazy person nappy time.

HRRraGGH!!



Hugh
hugh
hugh...

So, hey,
wait up!
What was all
that about
exactly?



Hugh...

...hugh...

...hugh...



Hugh--

Aaggh...

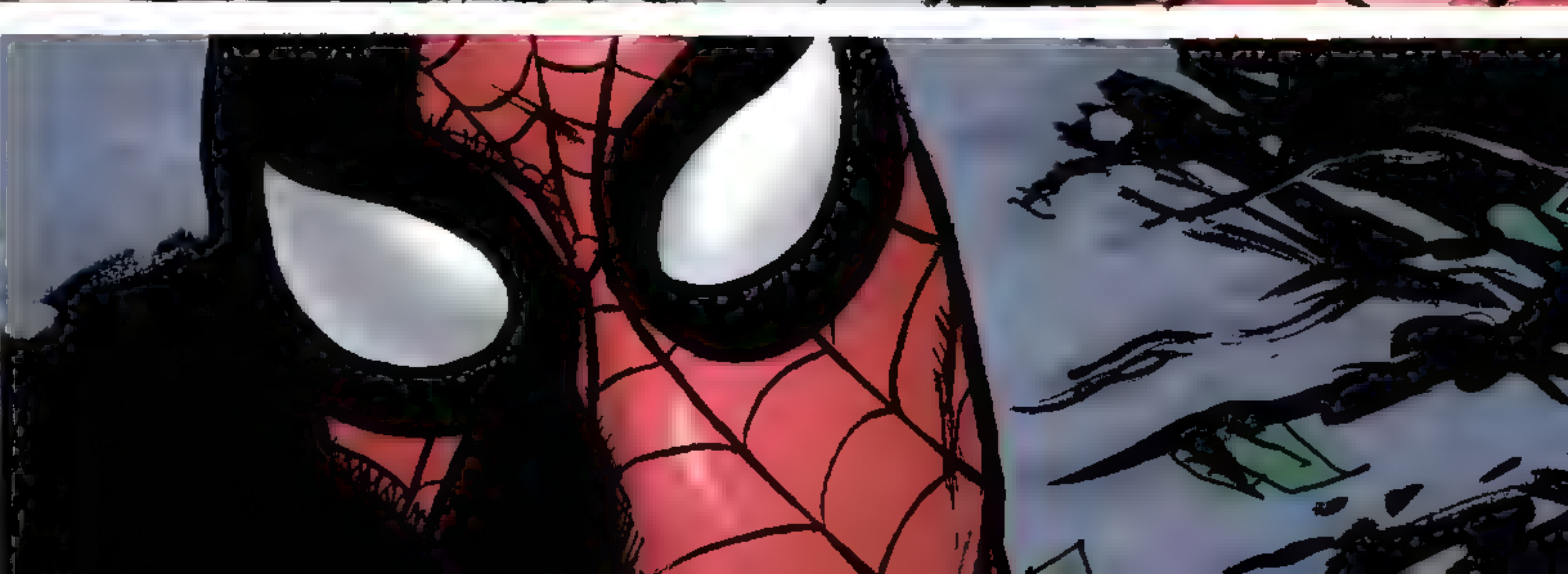
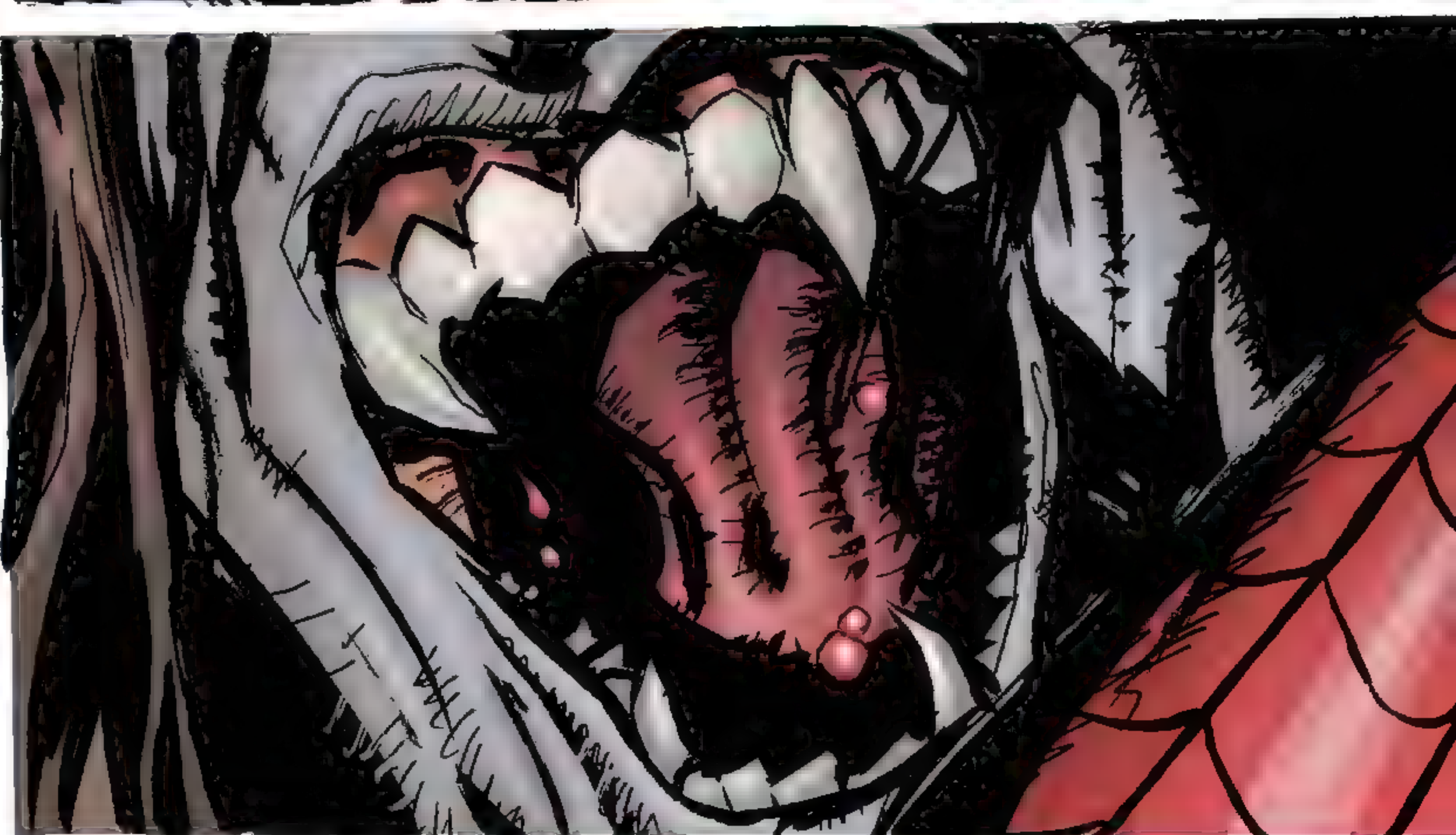
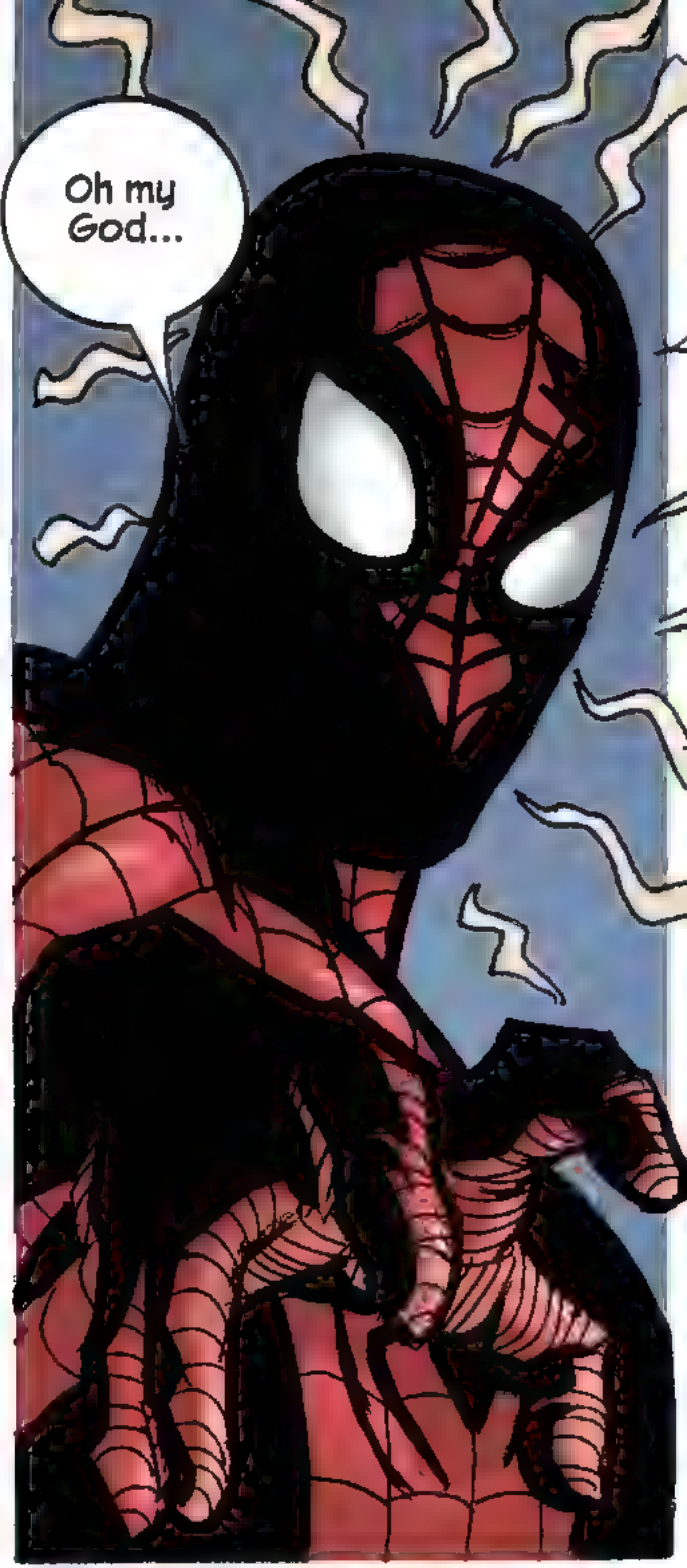
OOF!

SLAPSH



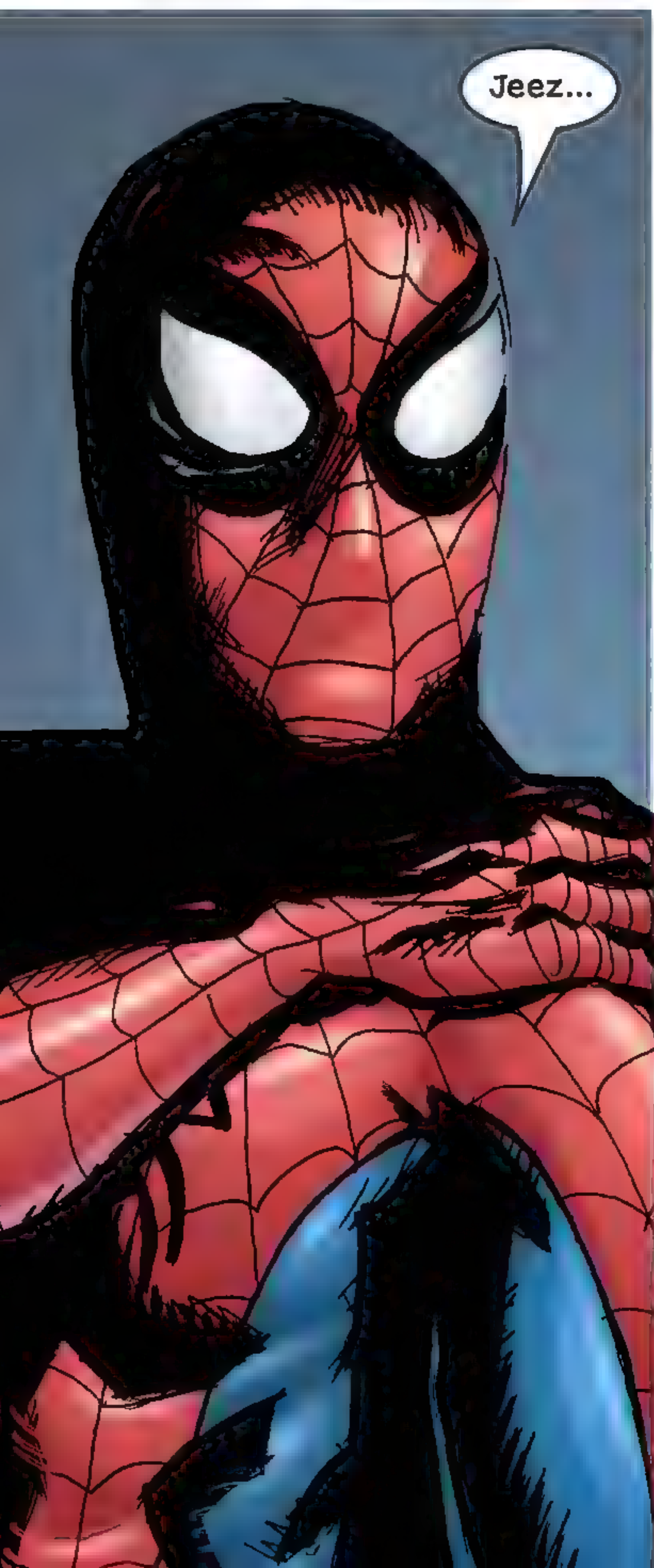
Dude,
you okay?

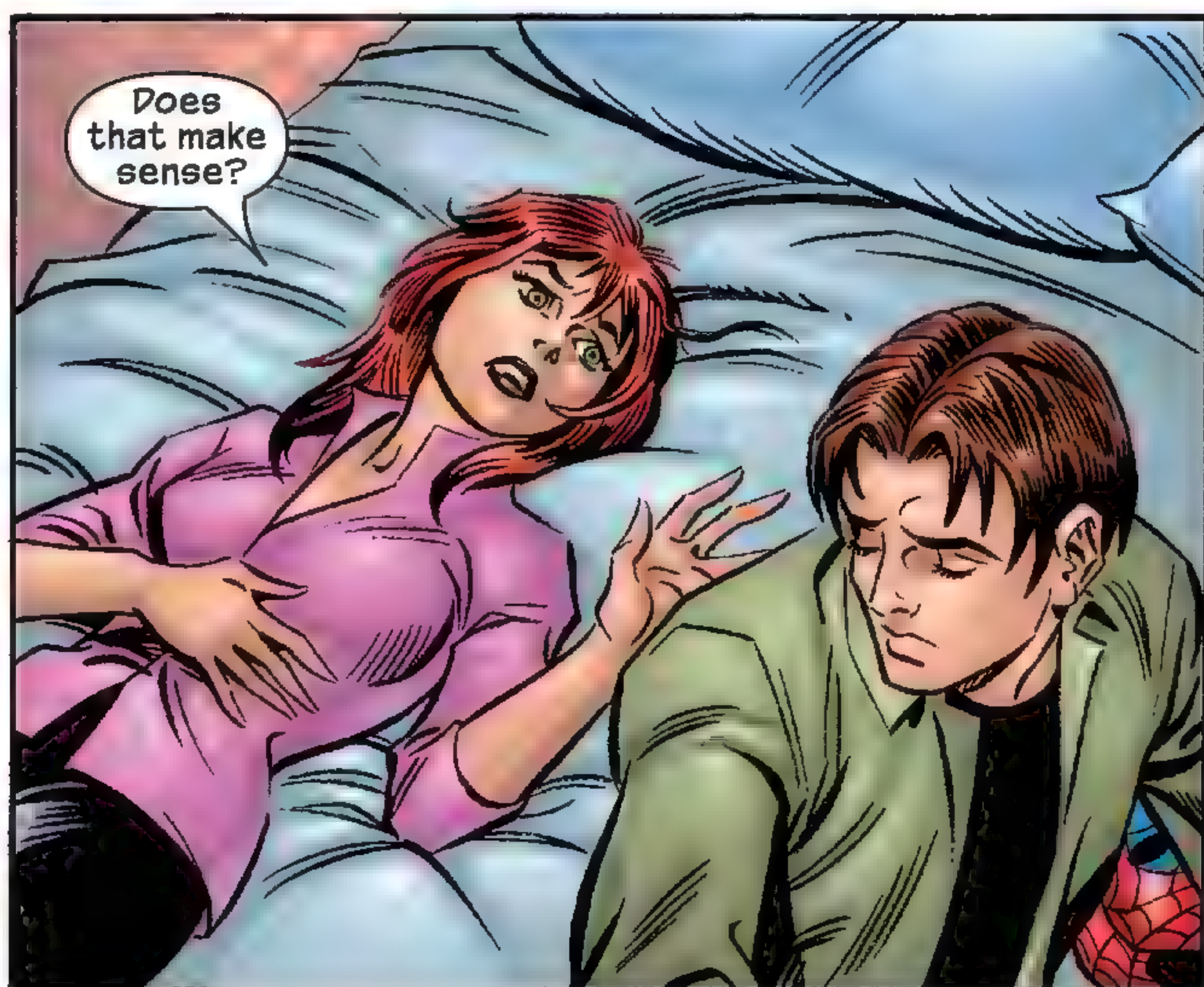
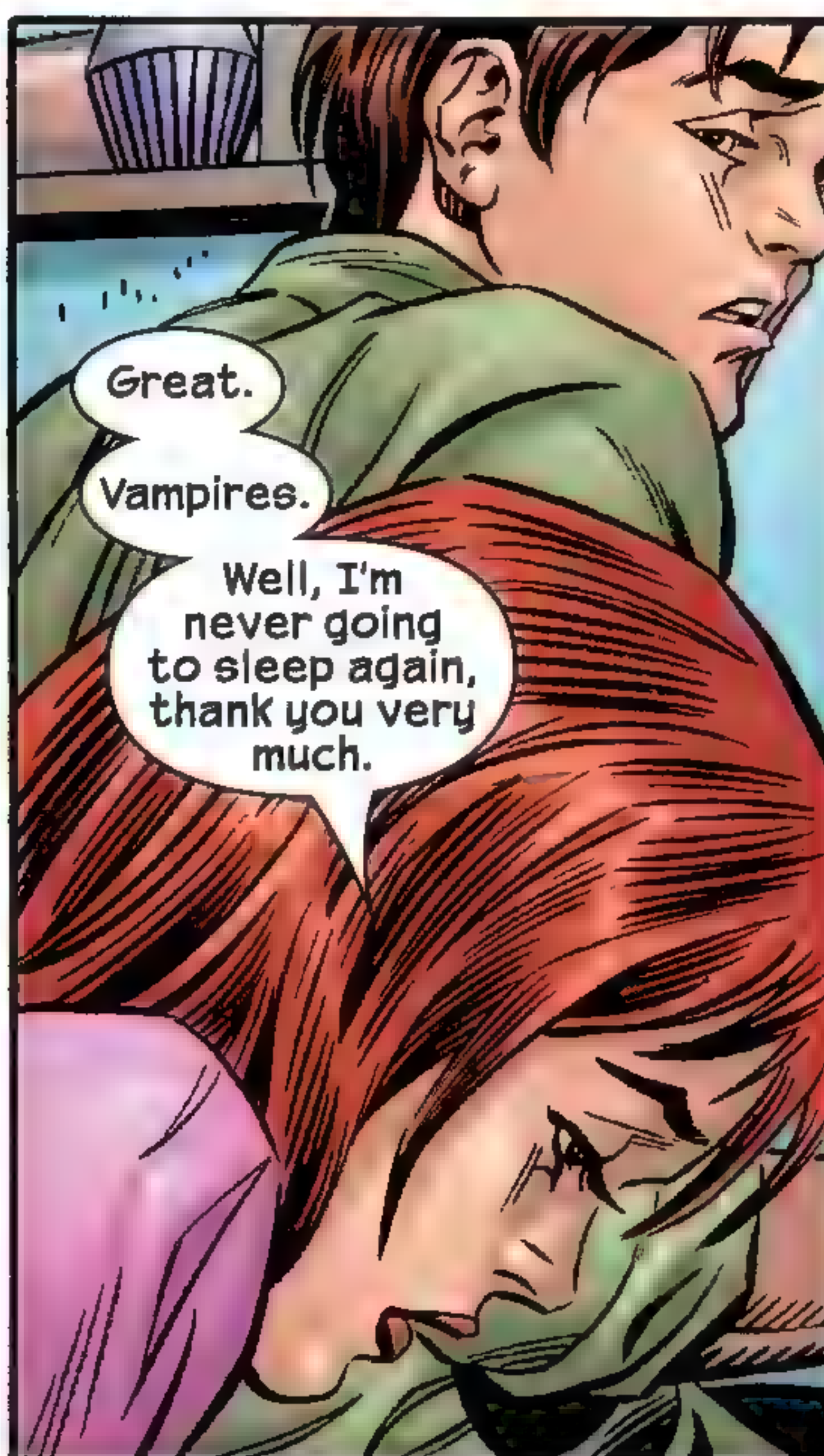
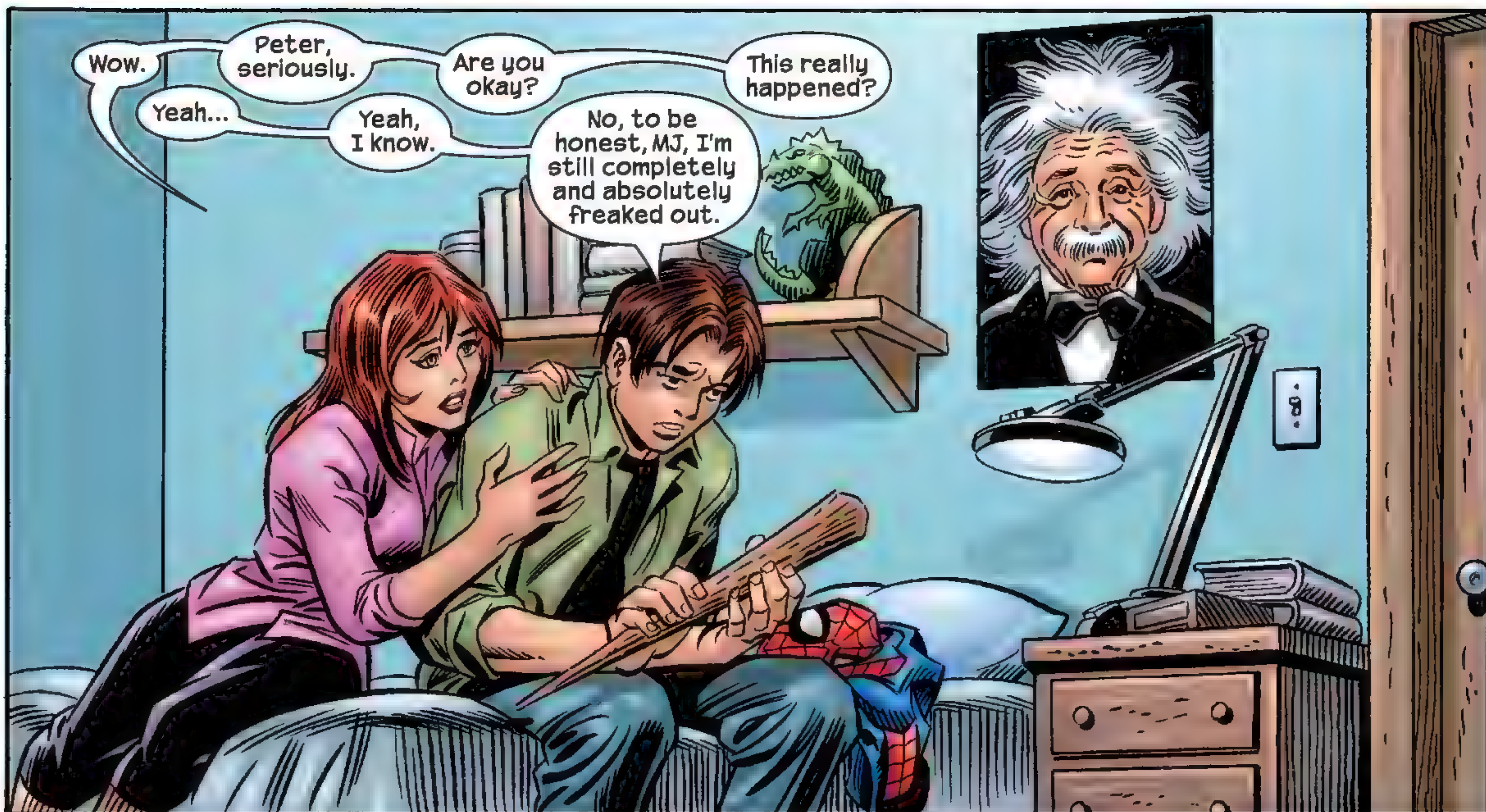
Did you
get shot? Do
you need to
go to a
hospital?

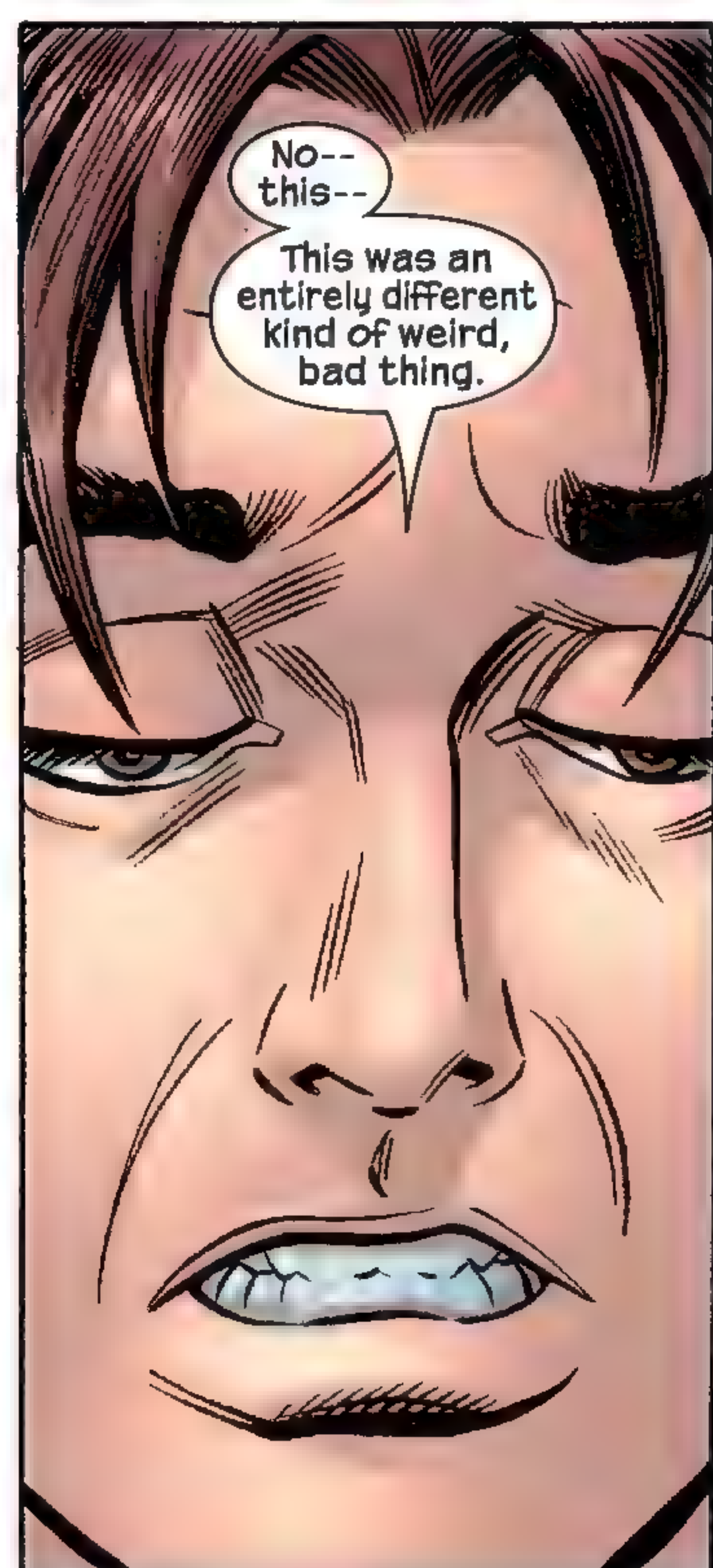
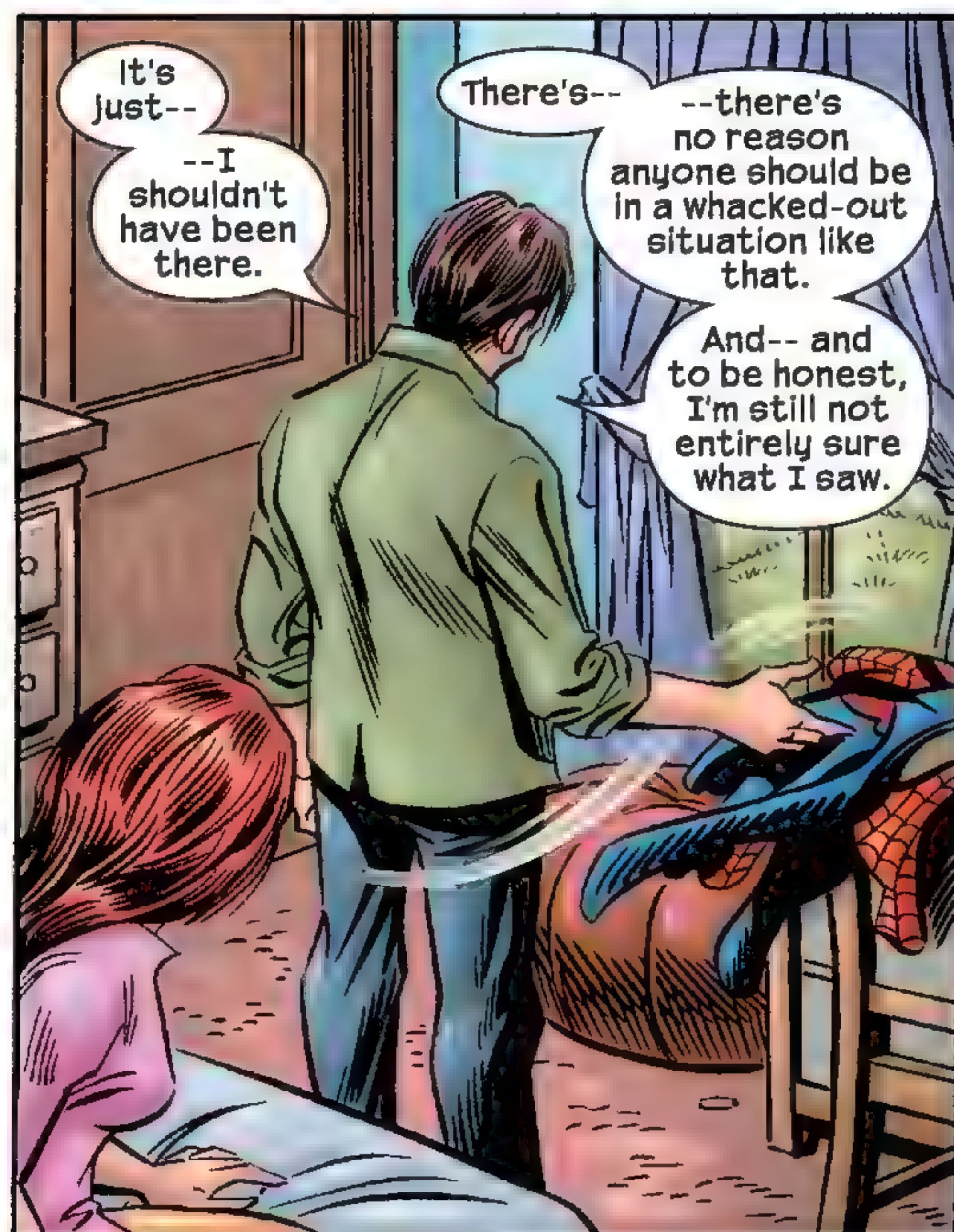




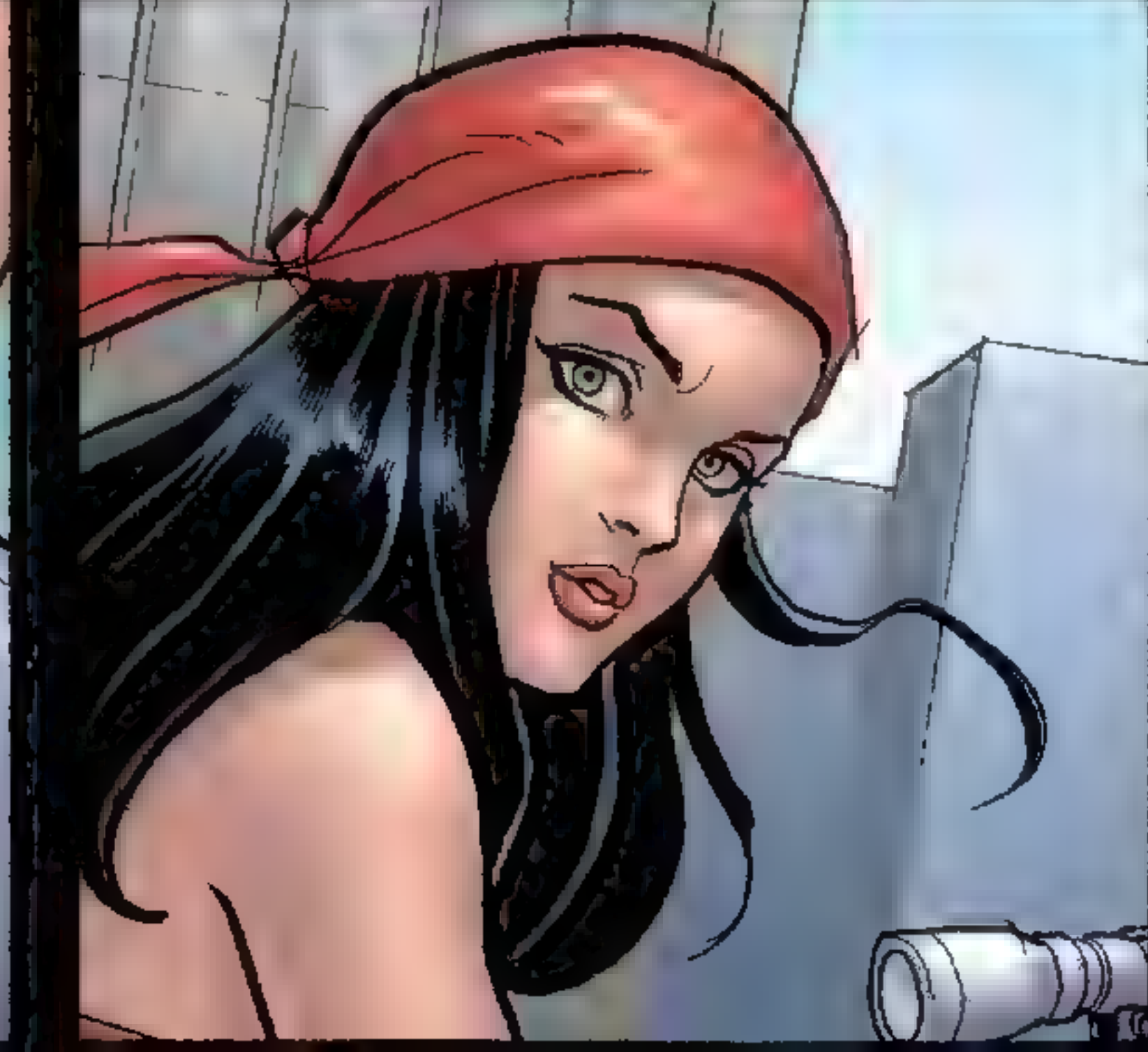
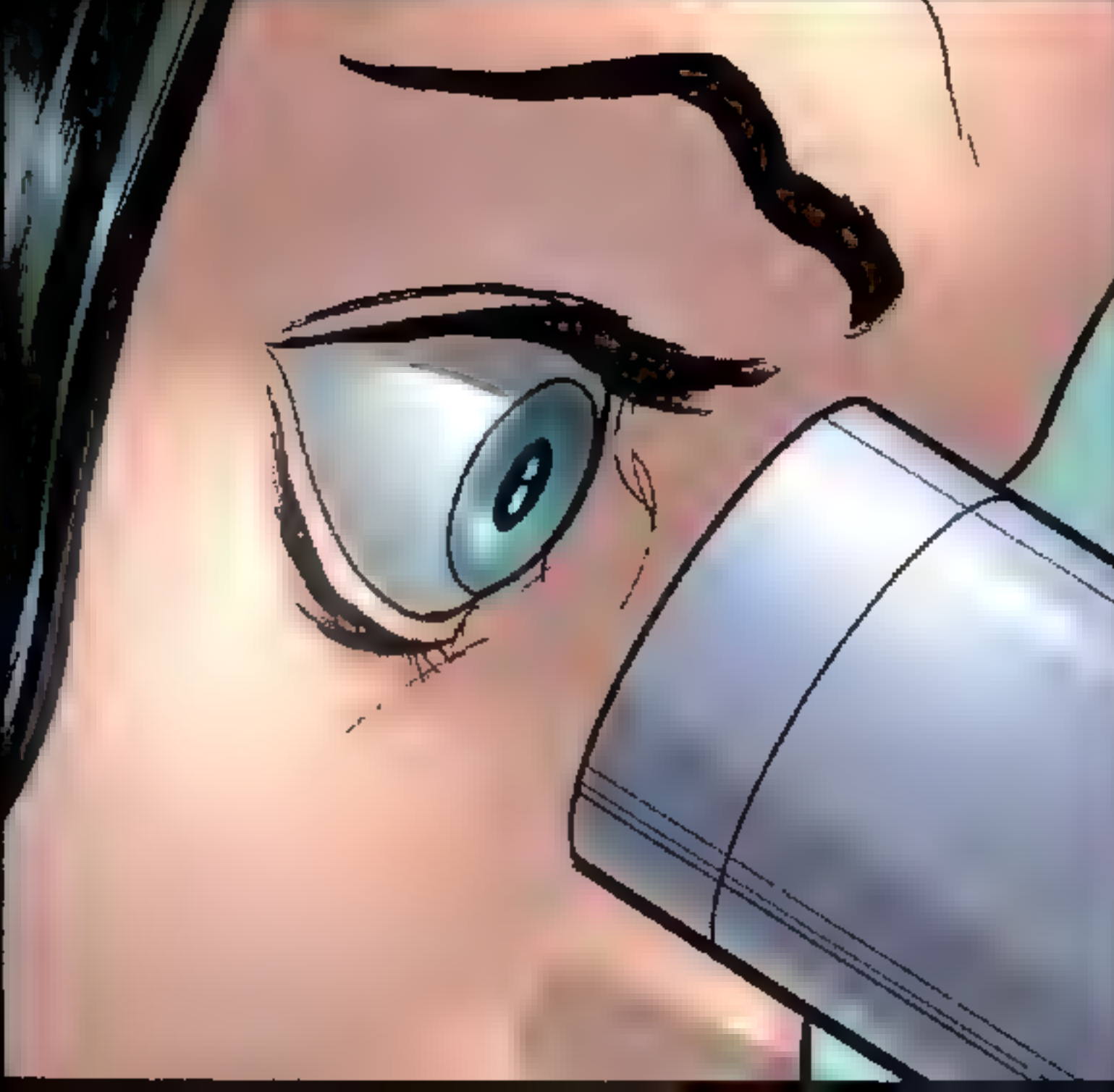
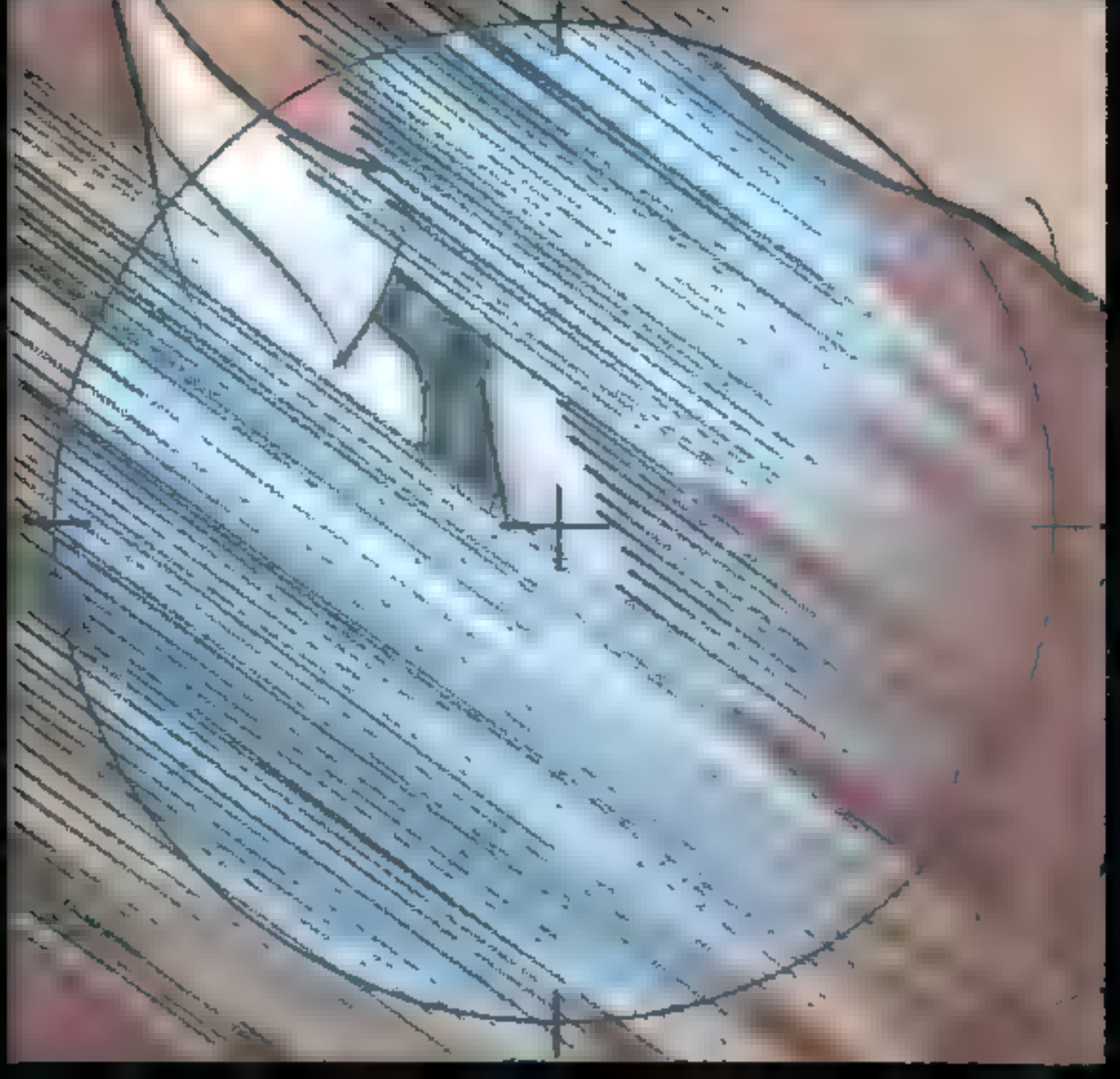
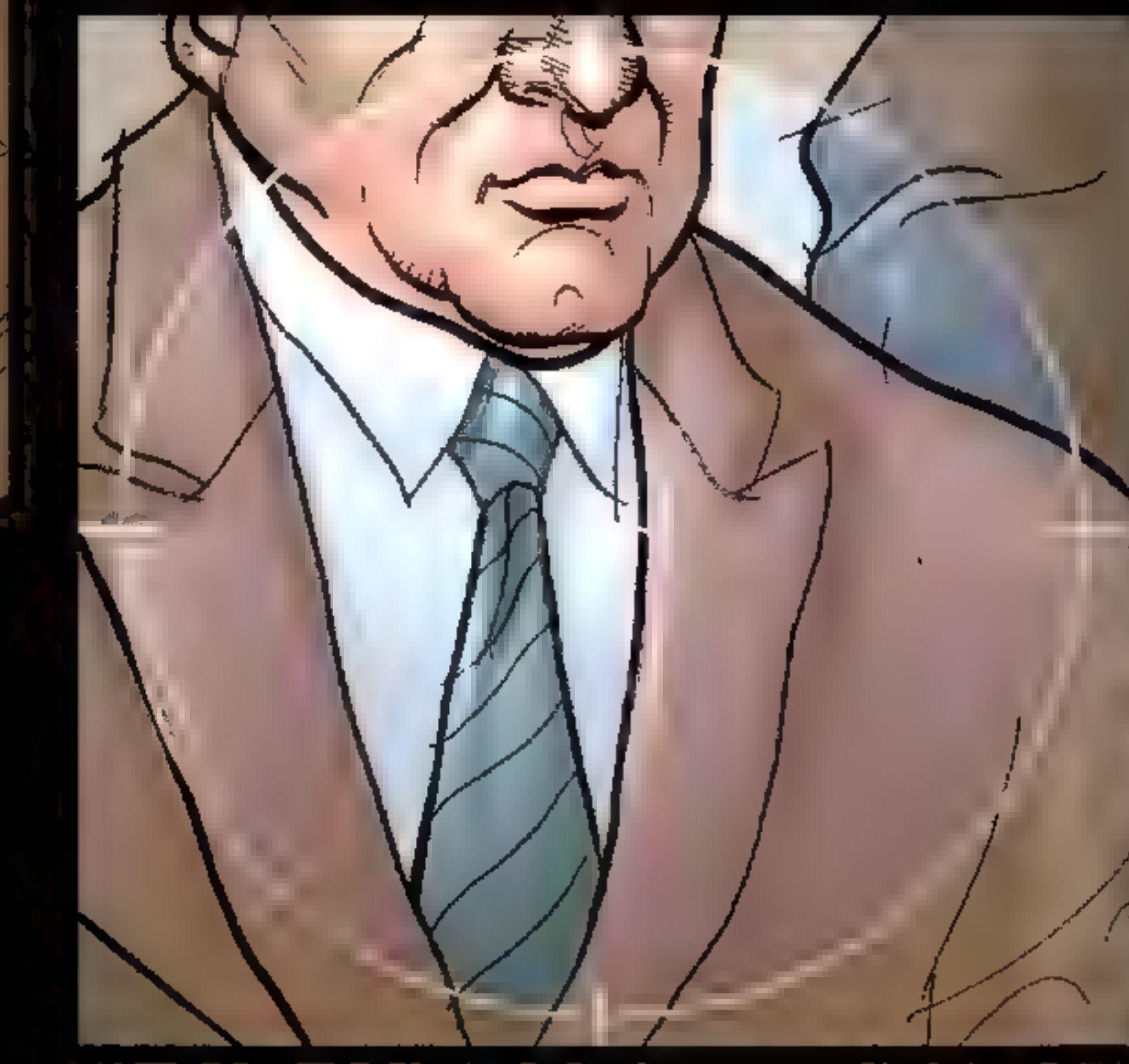


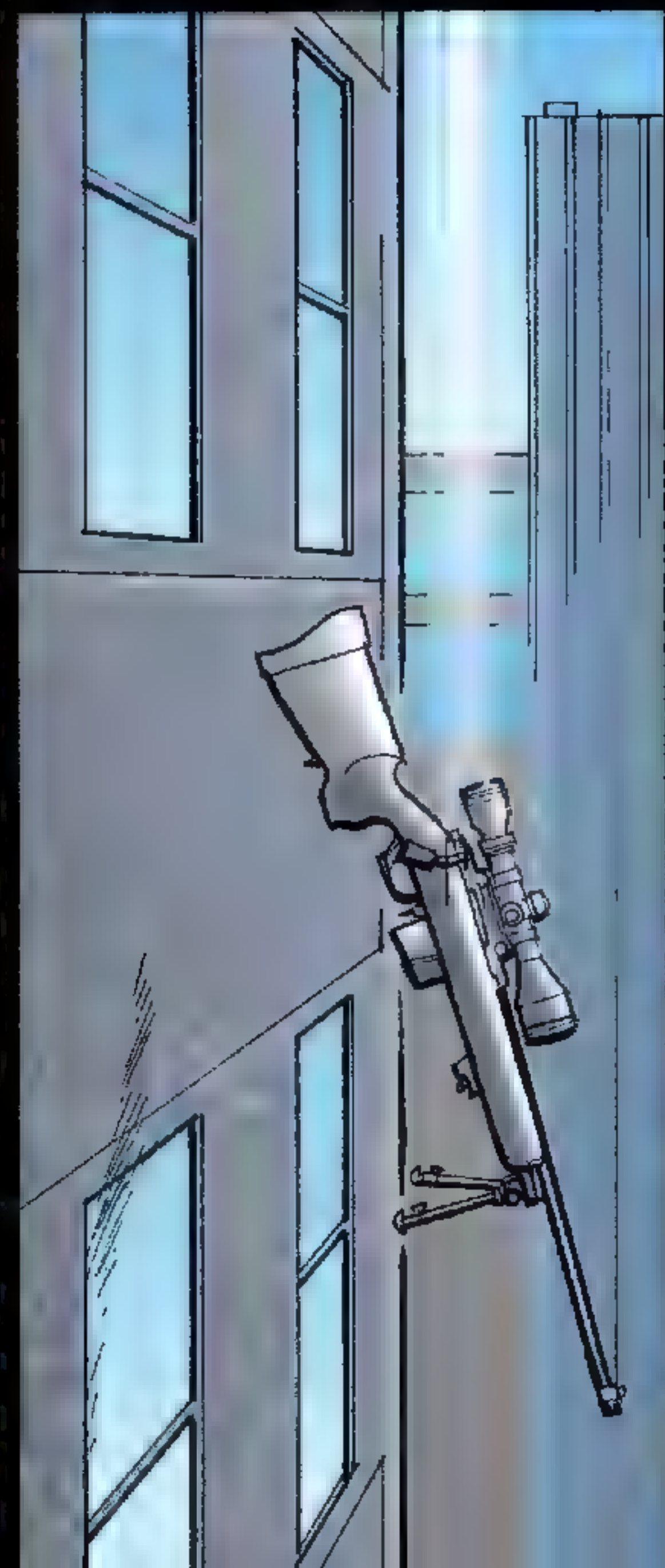
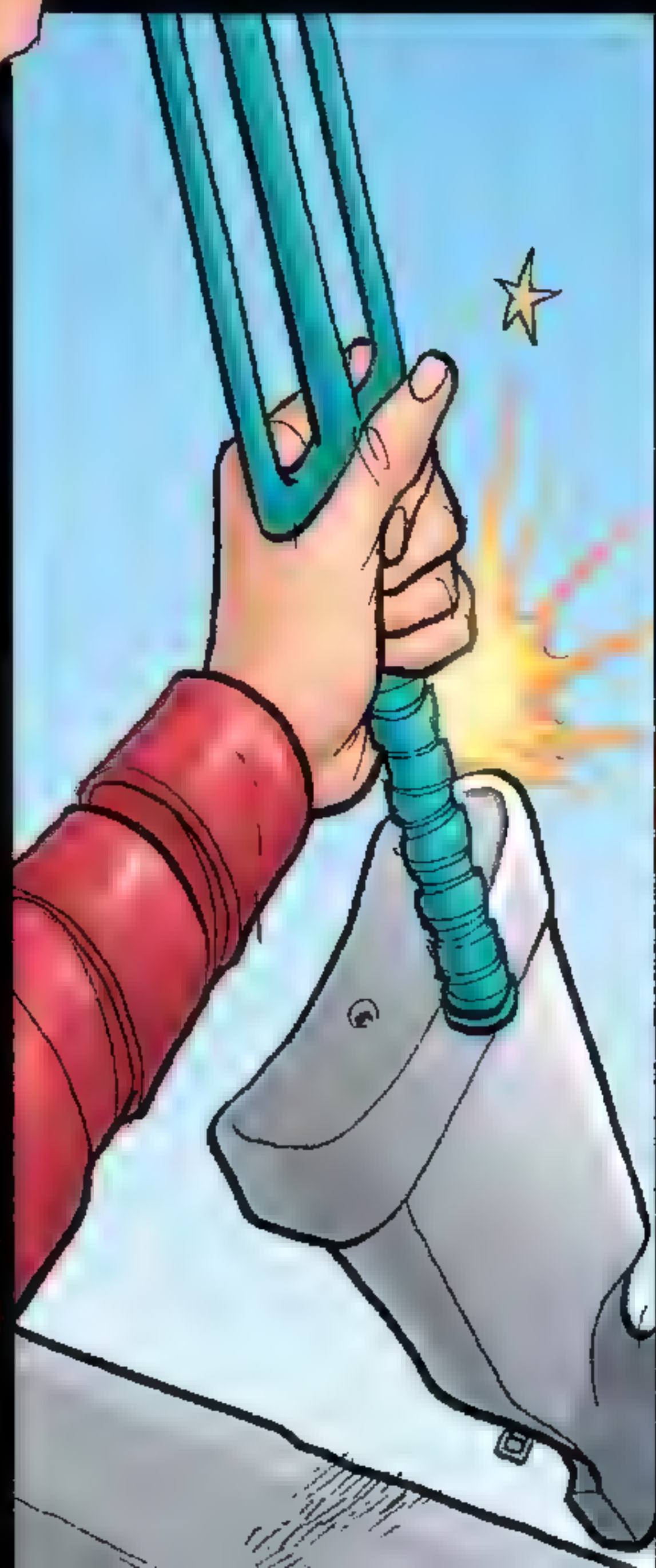


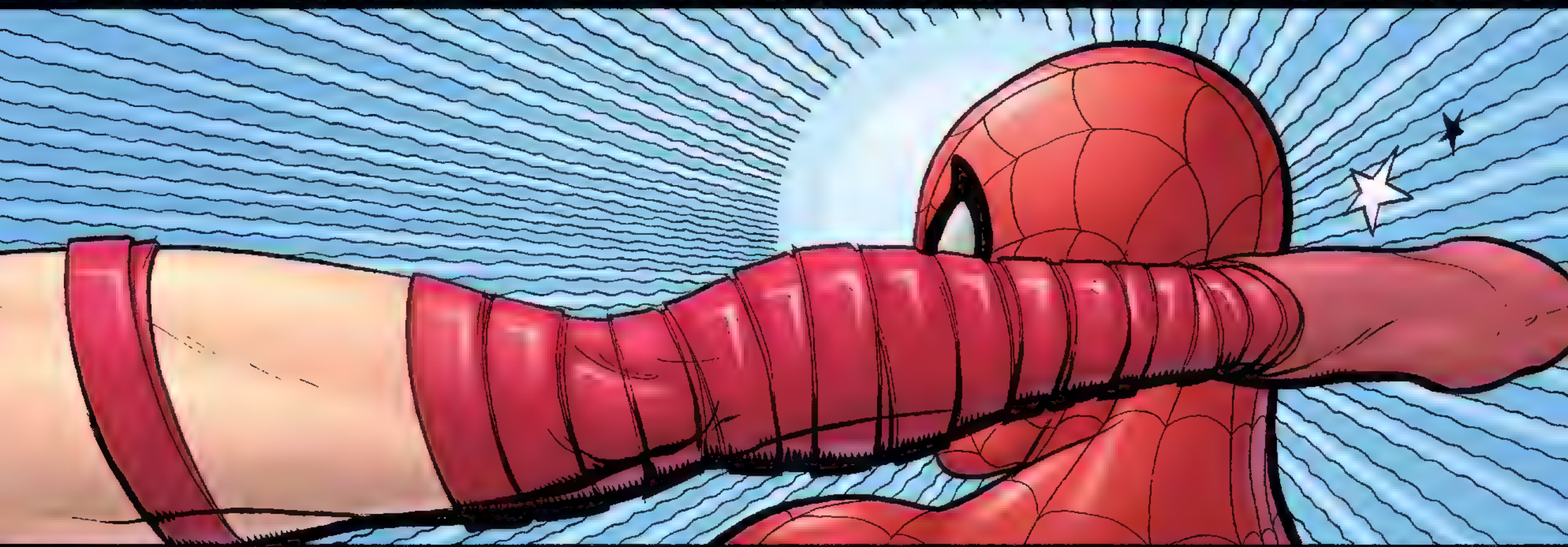


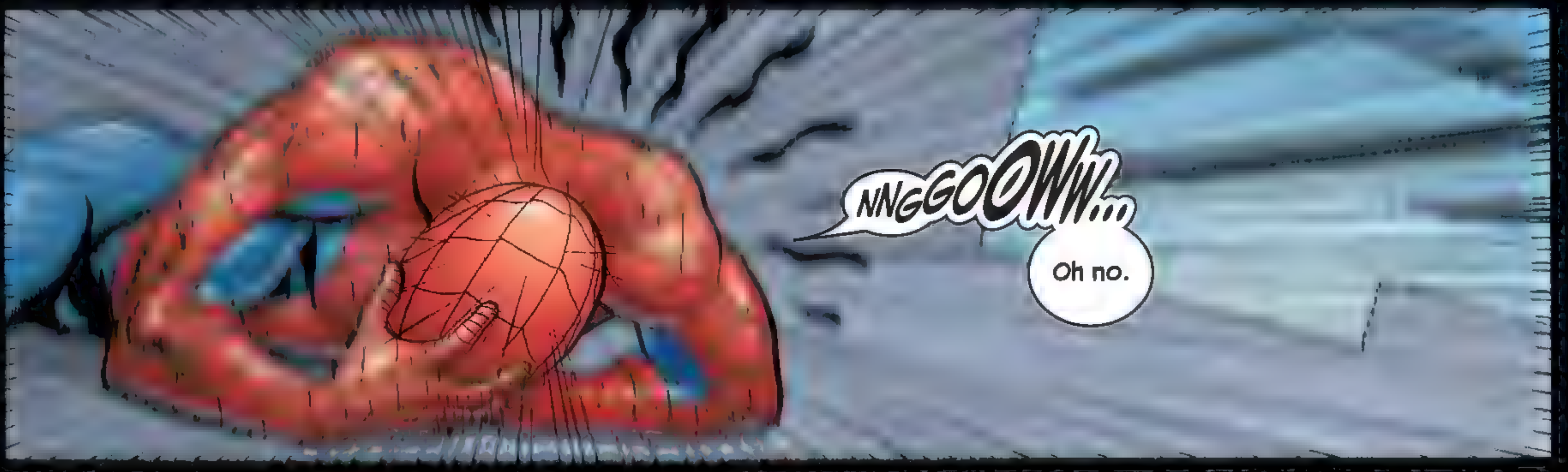










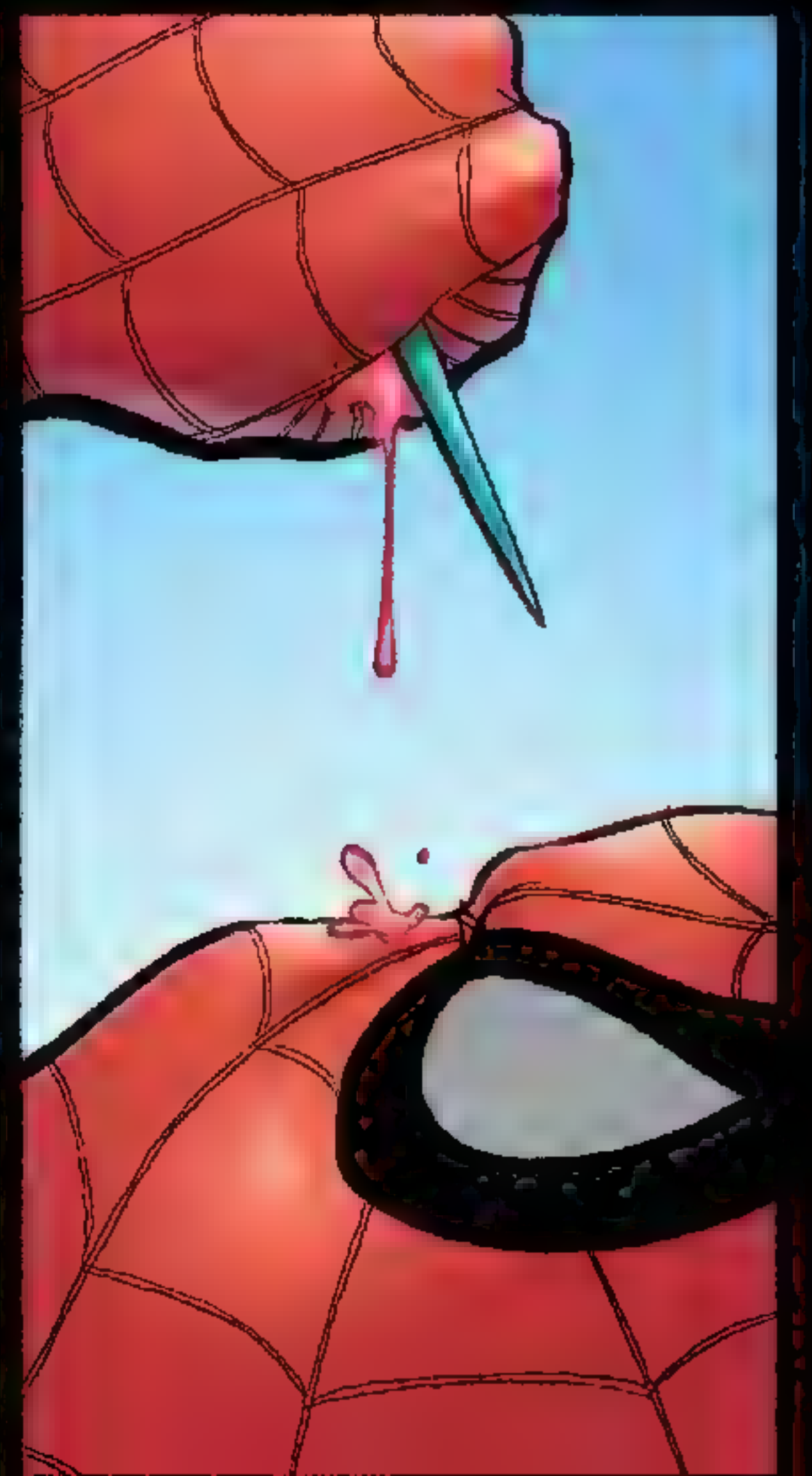
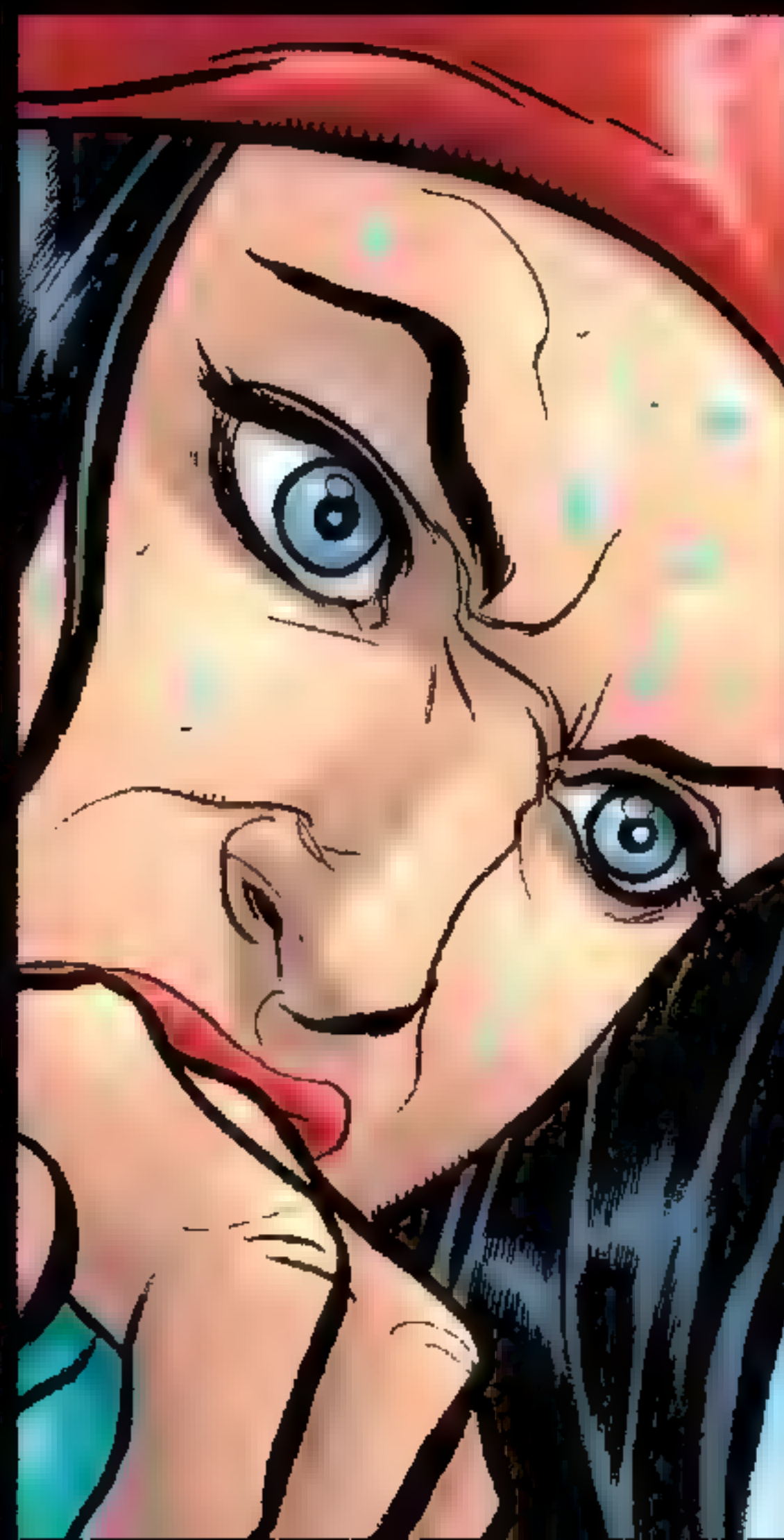
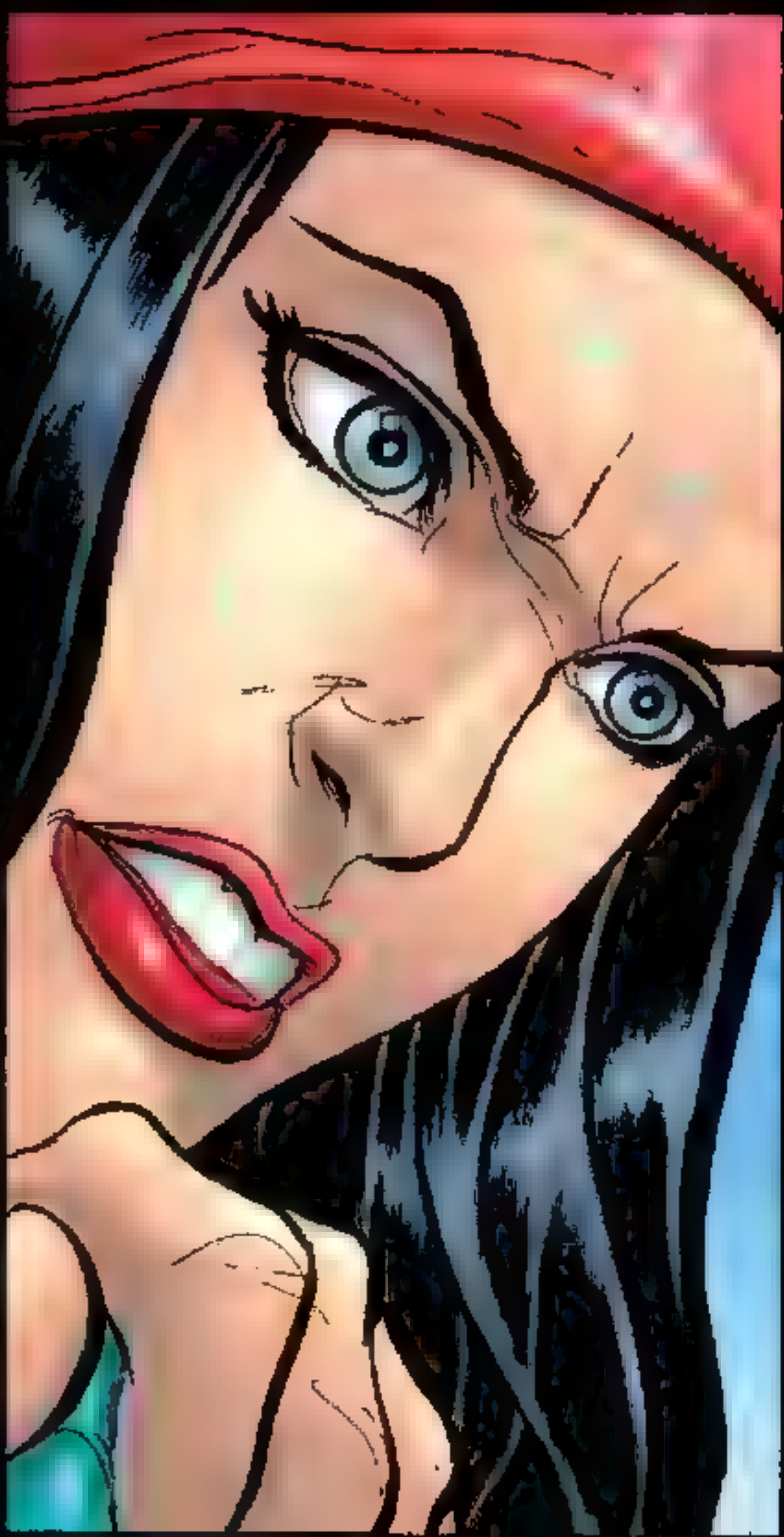


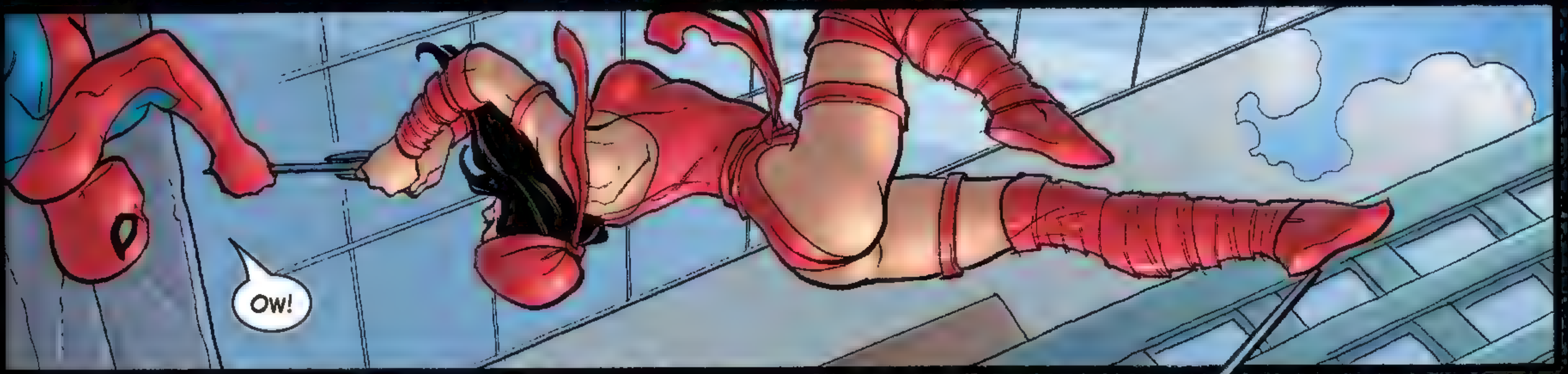
NNGGOOWW...

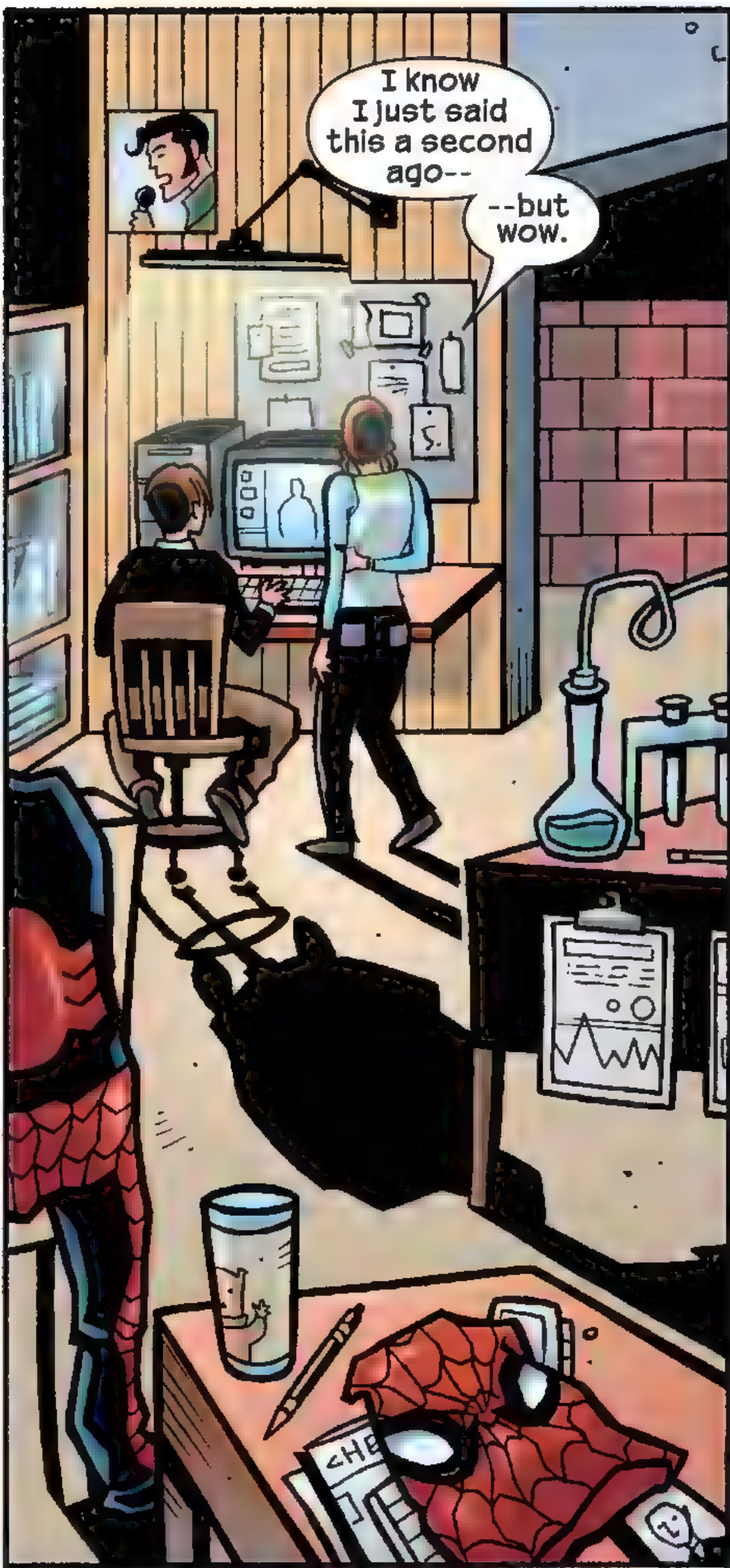
Oh no.

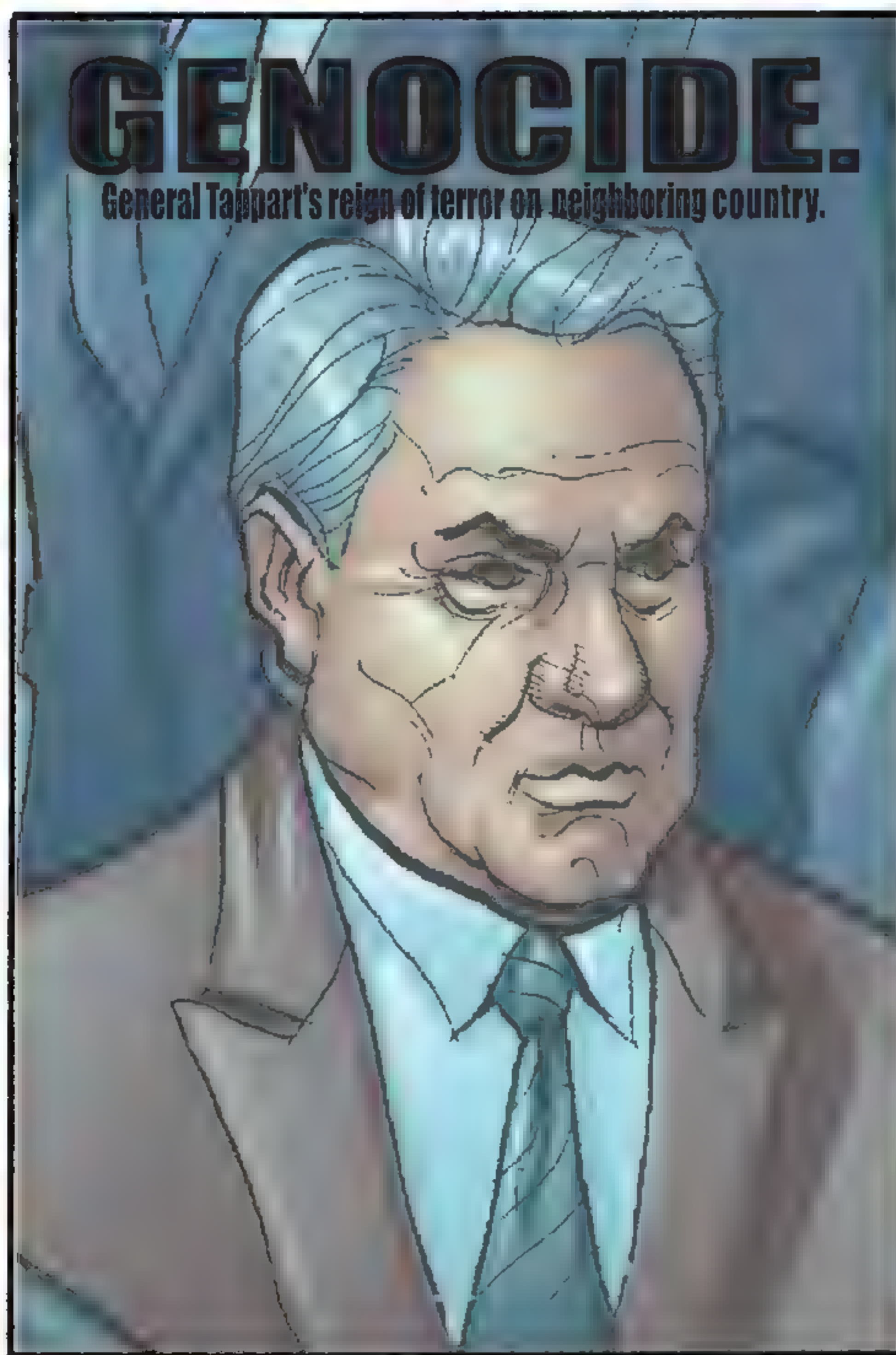
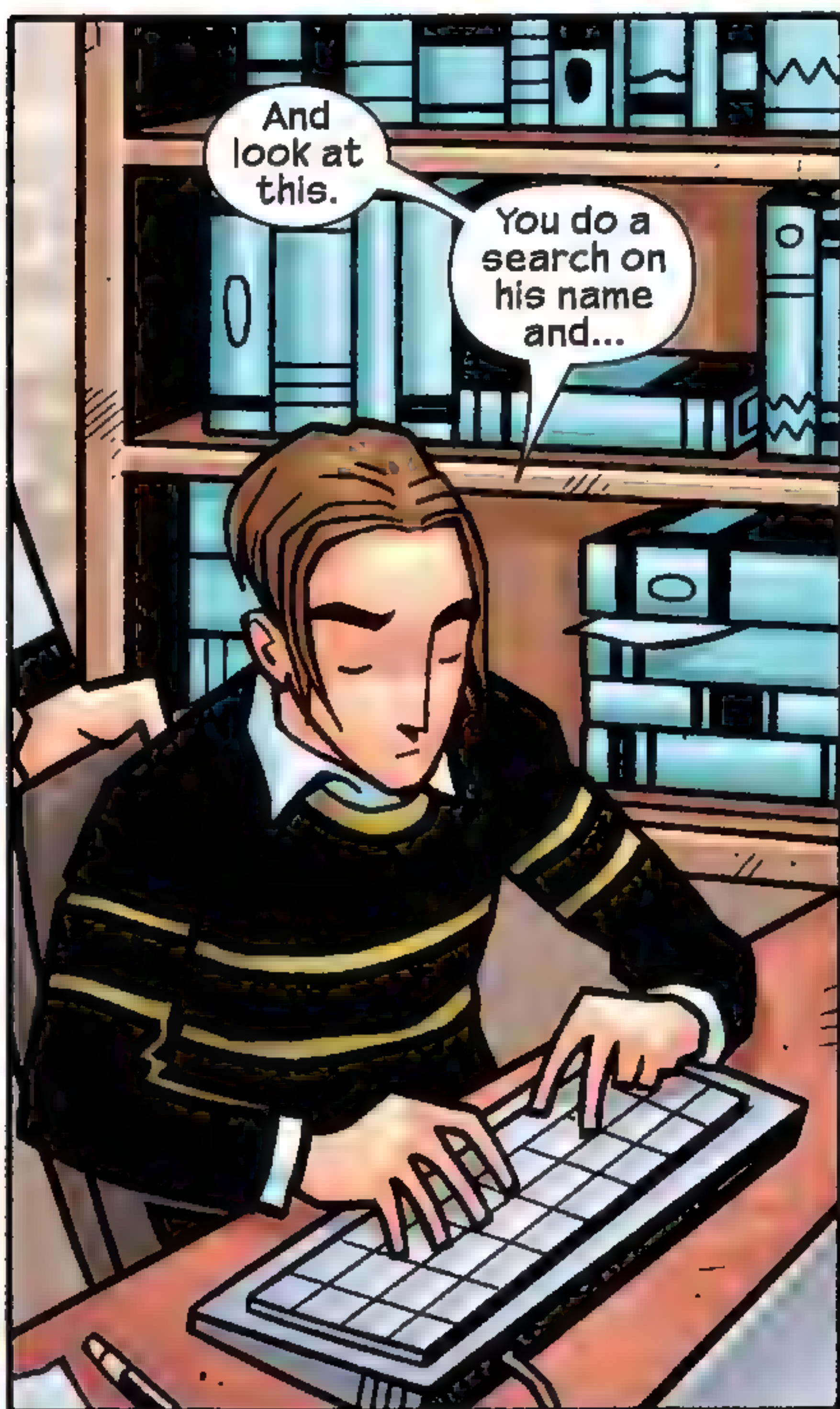
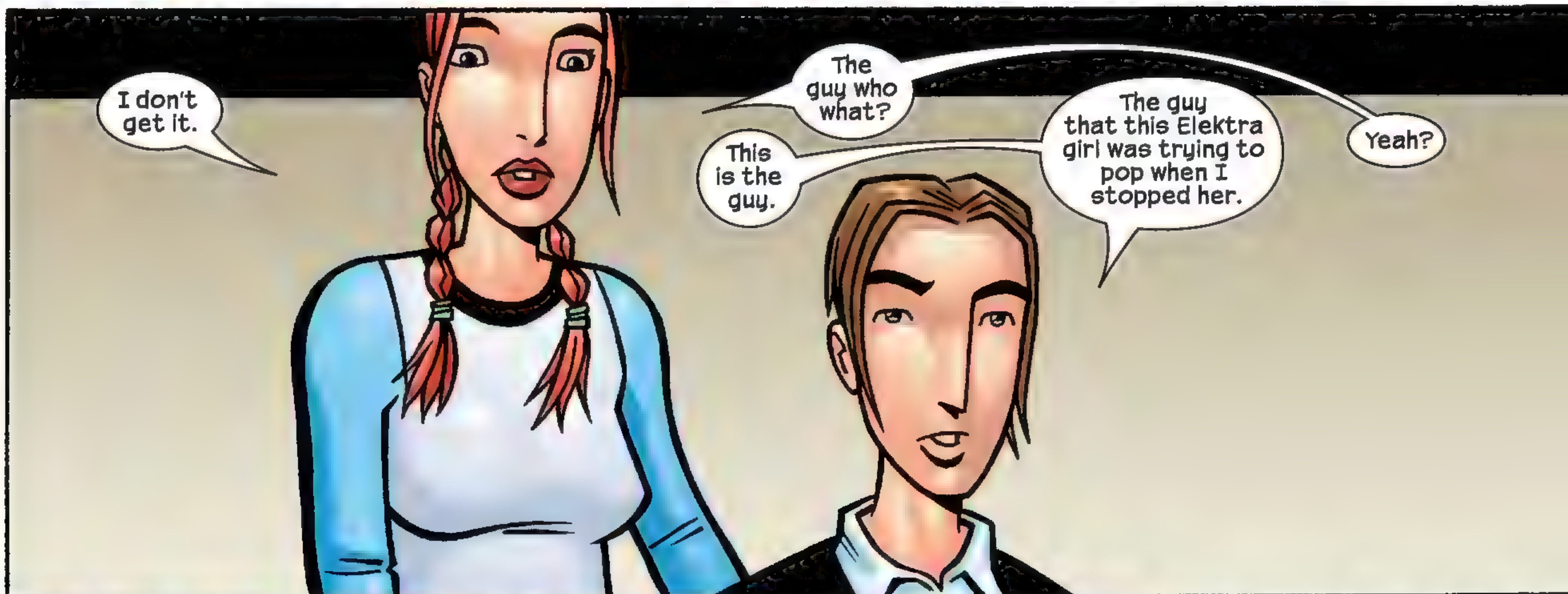
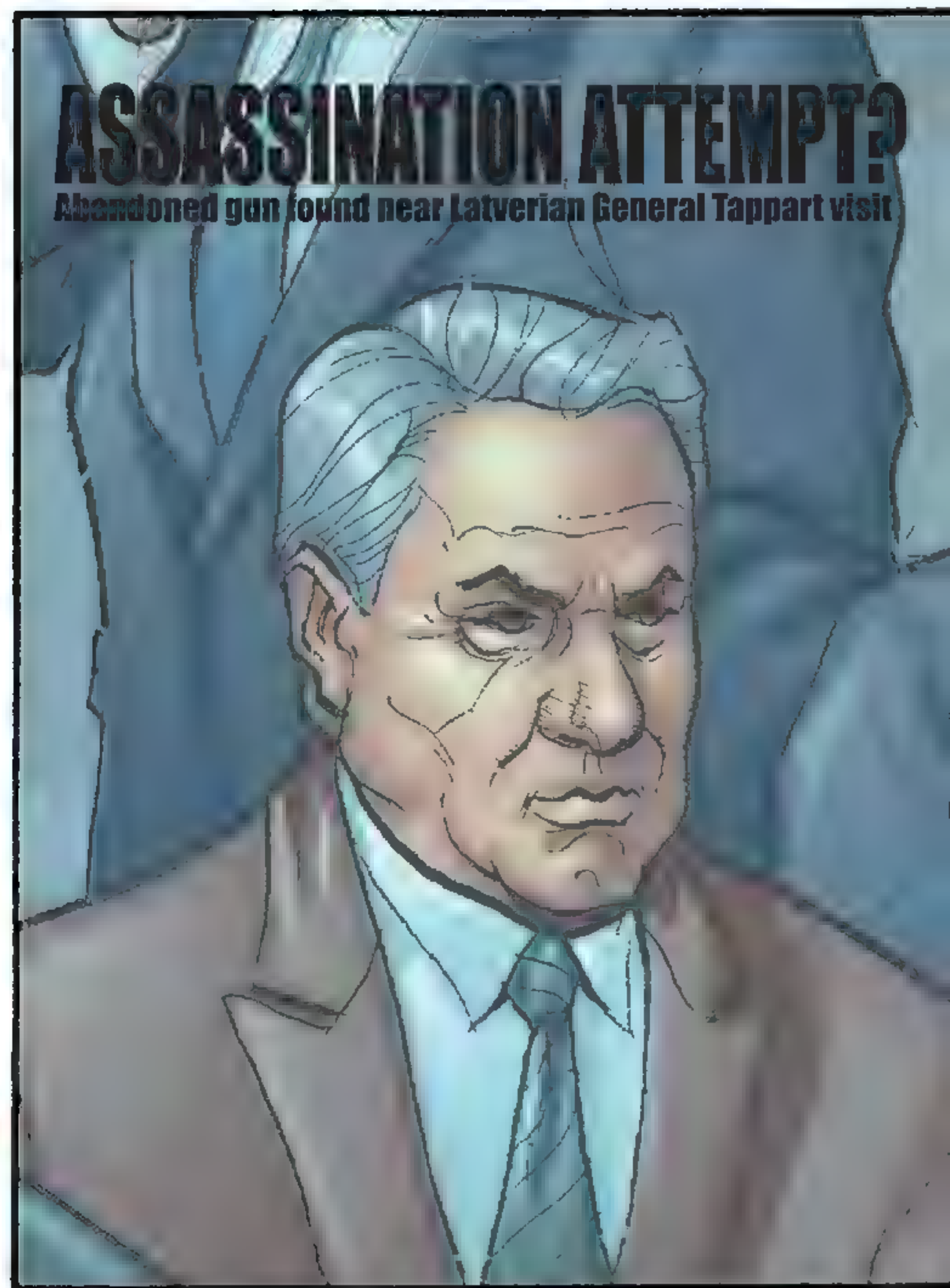


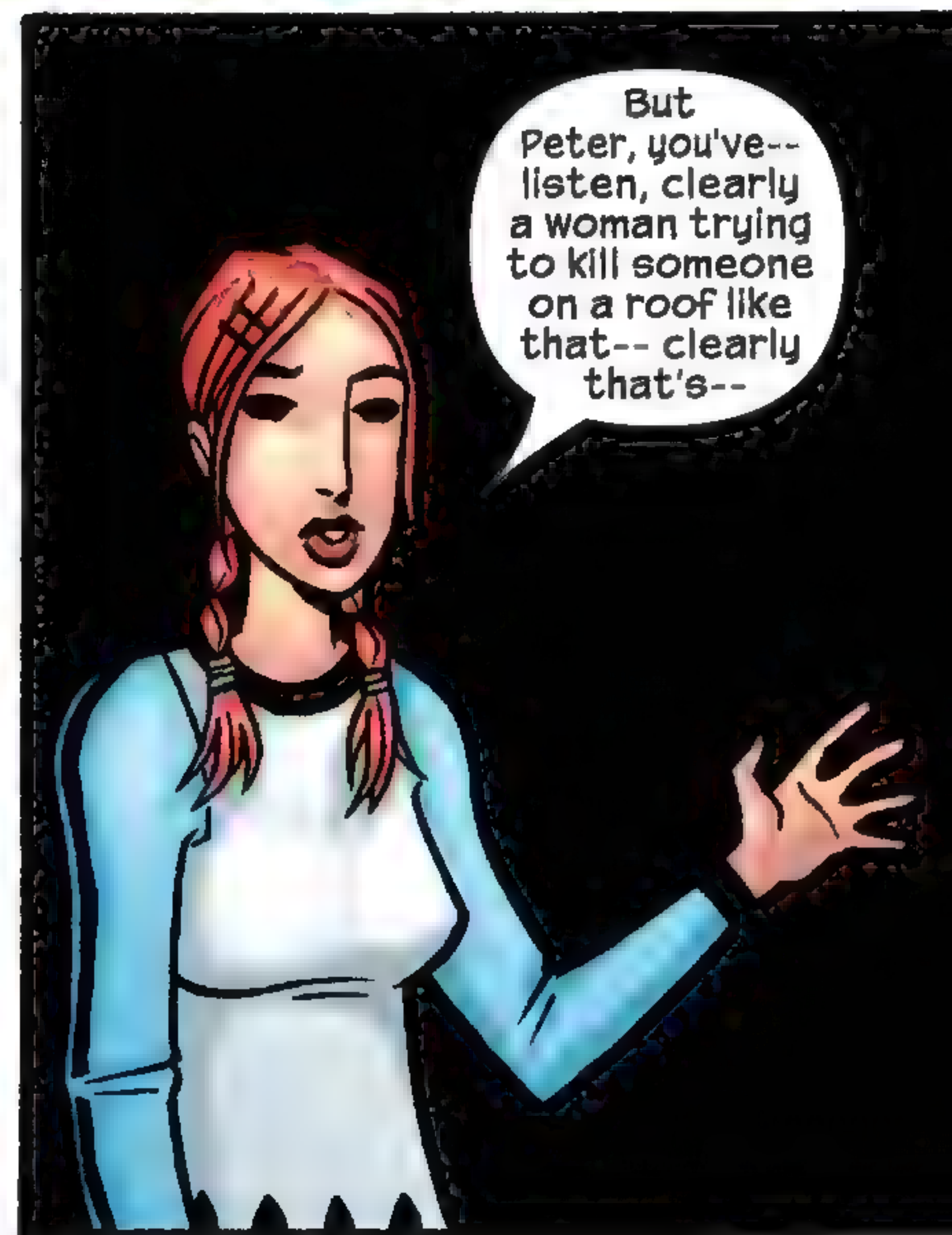
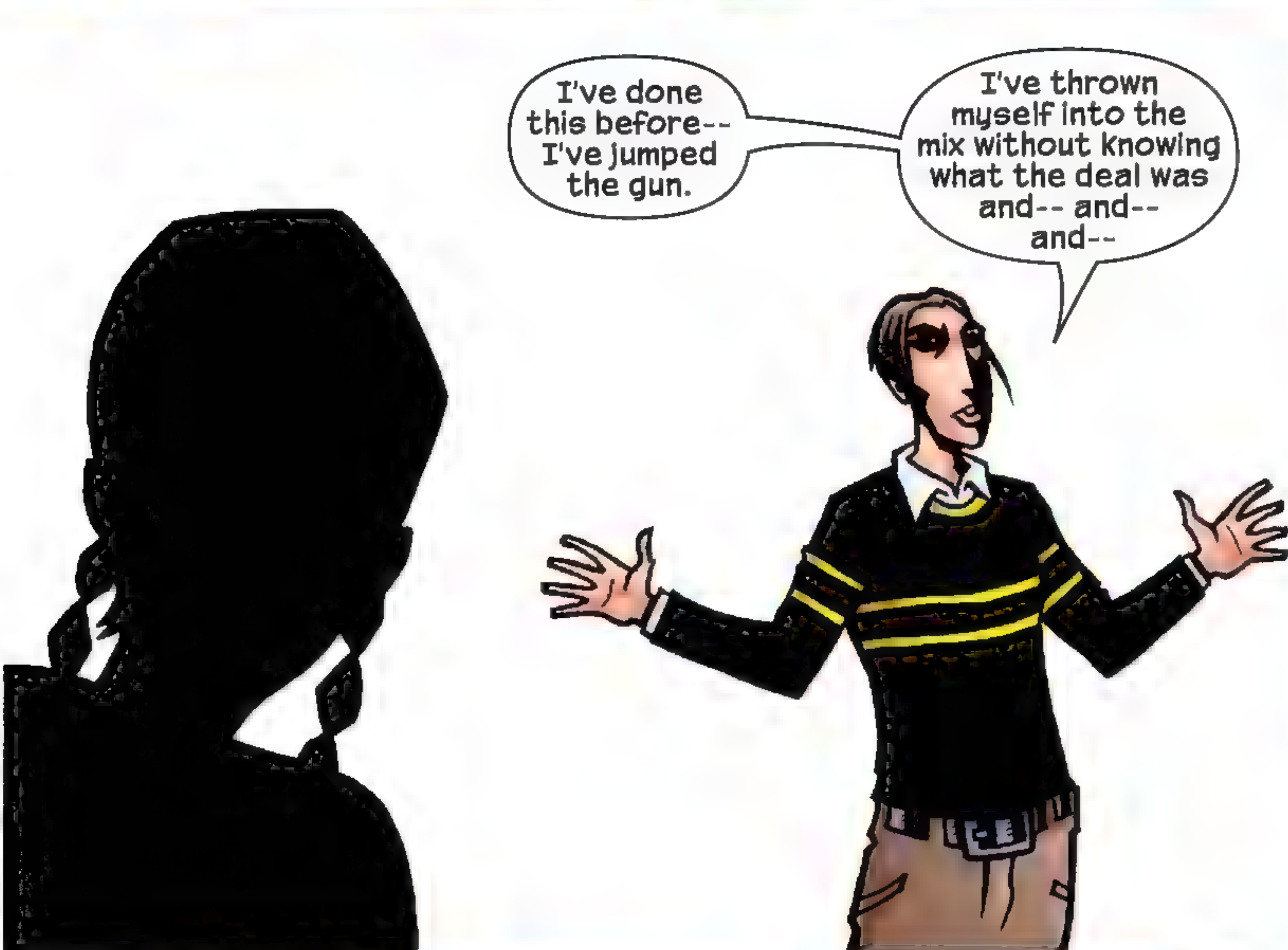
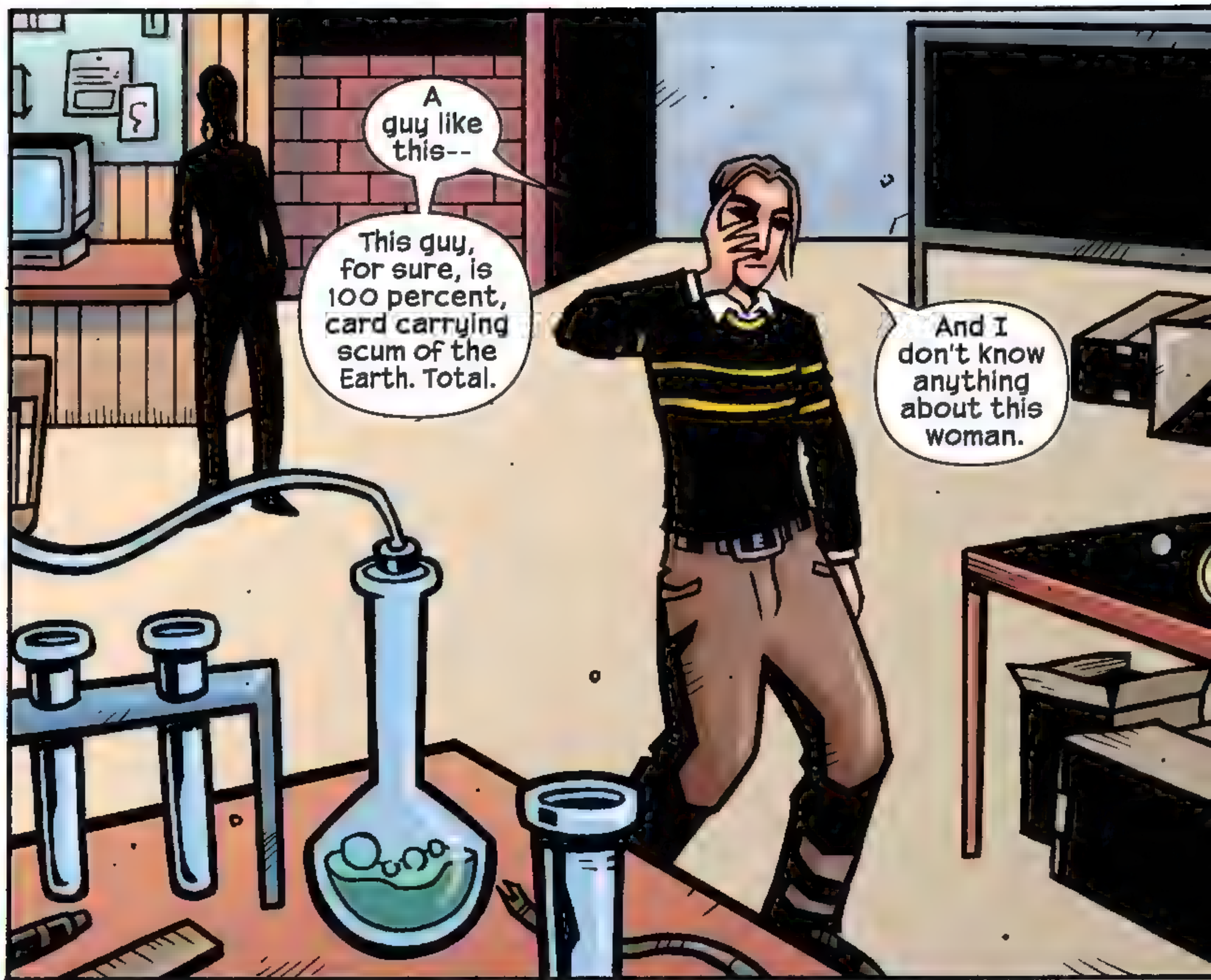
AAHH!!

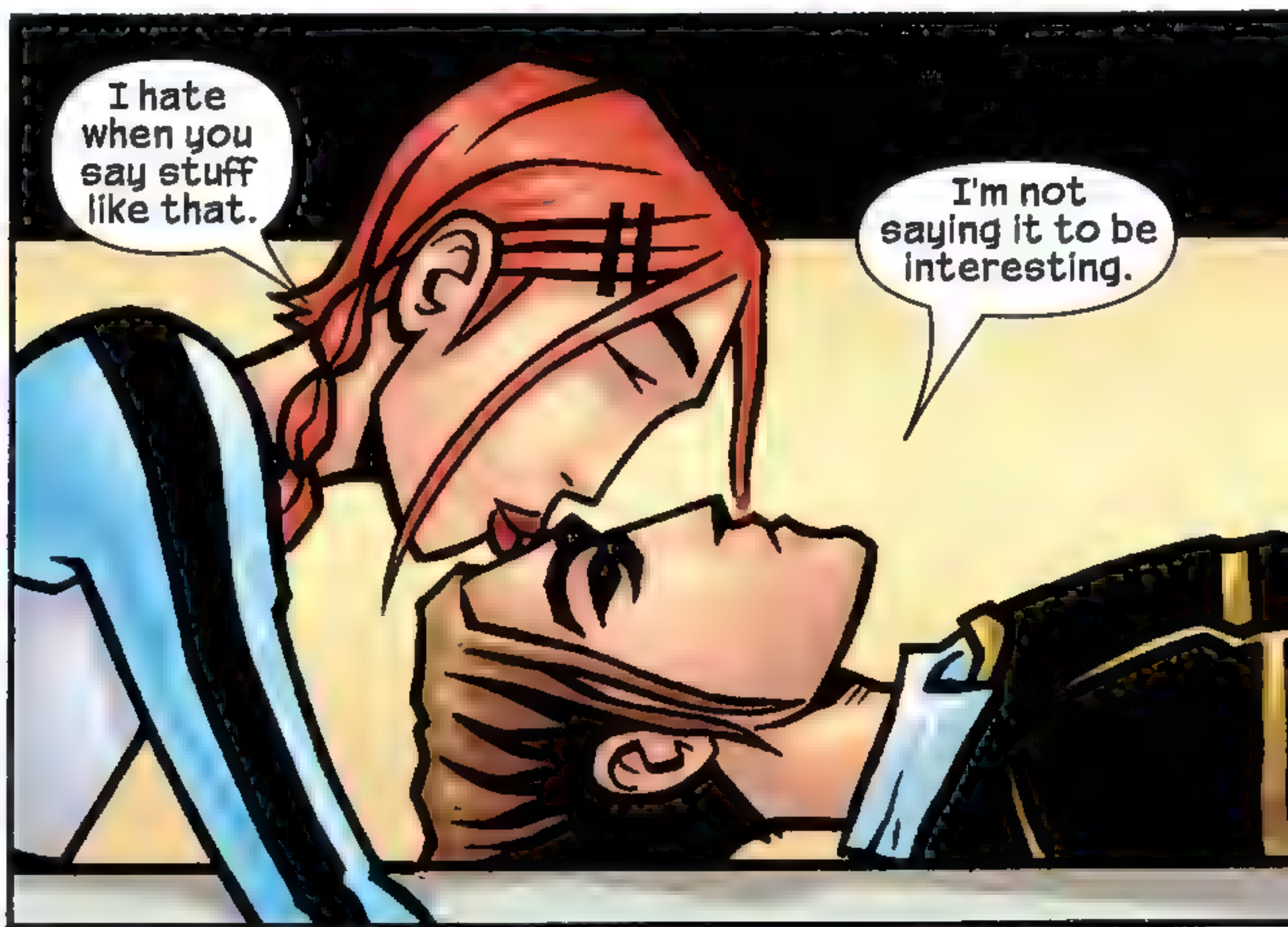
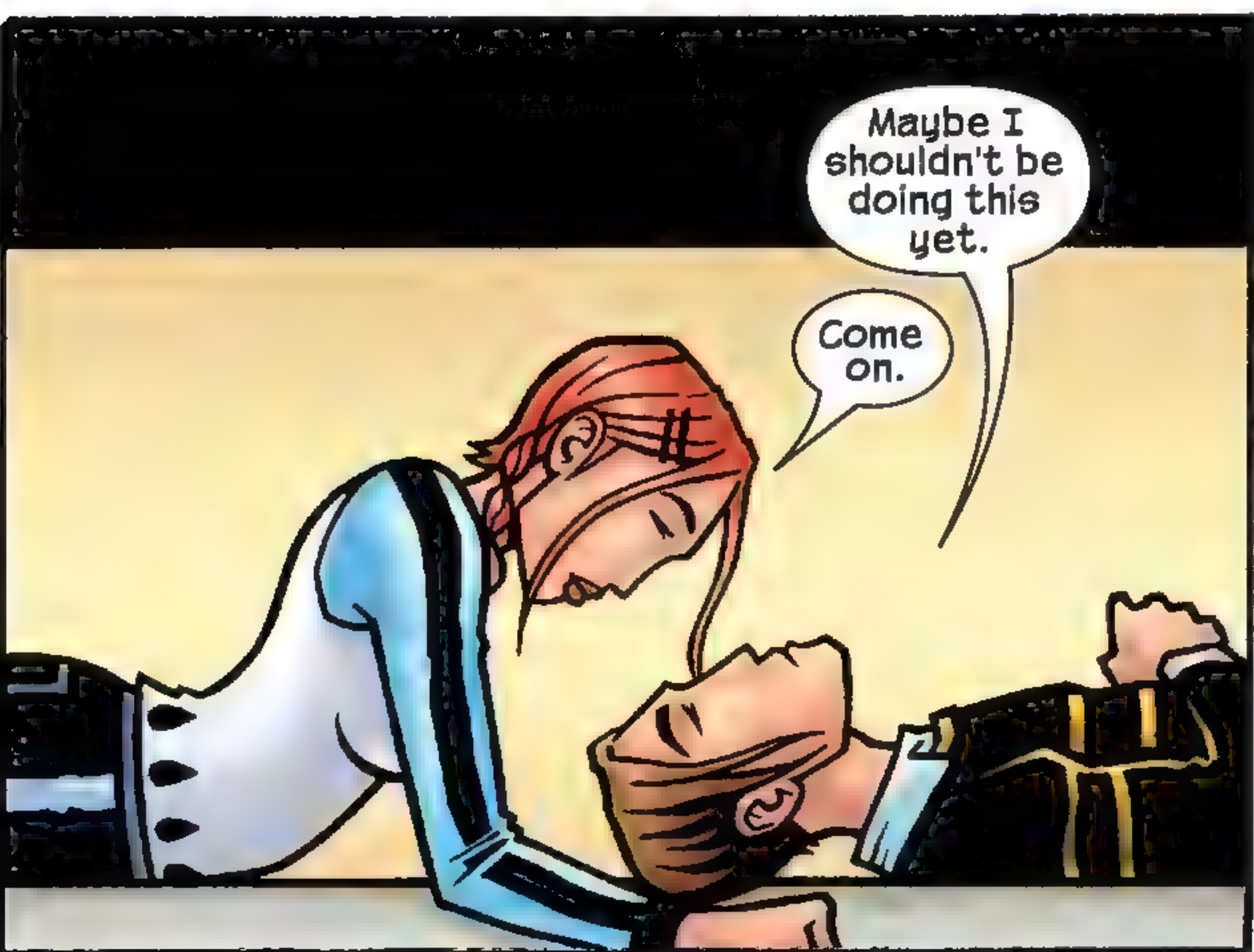
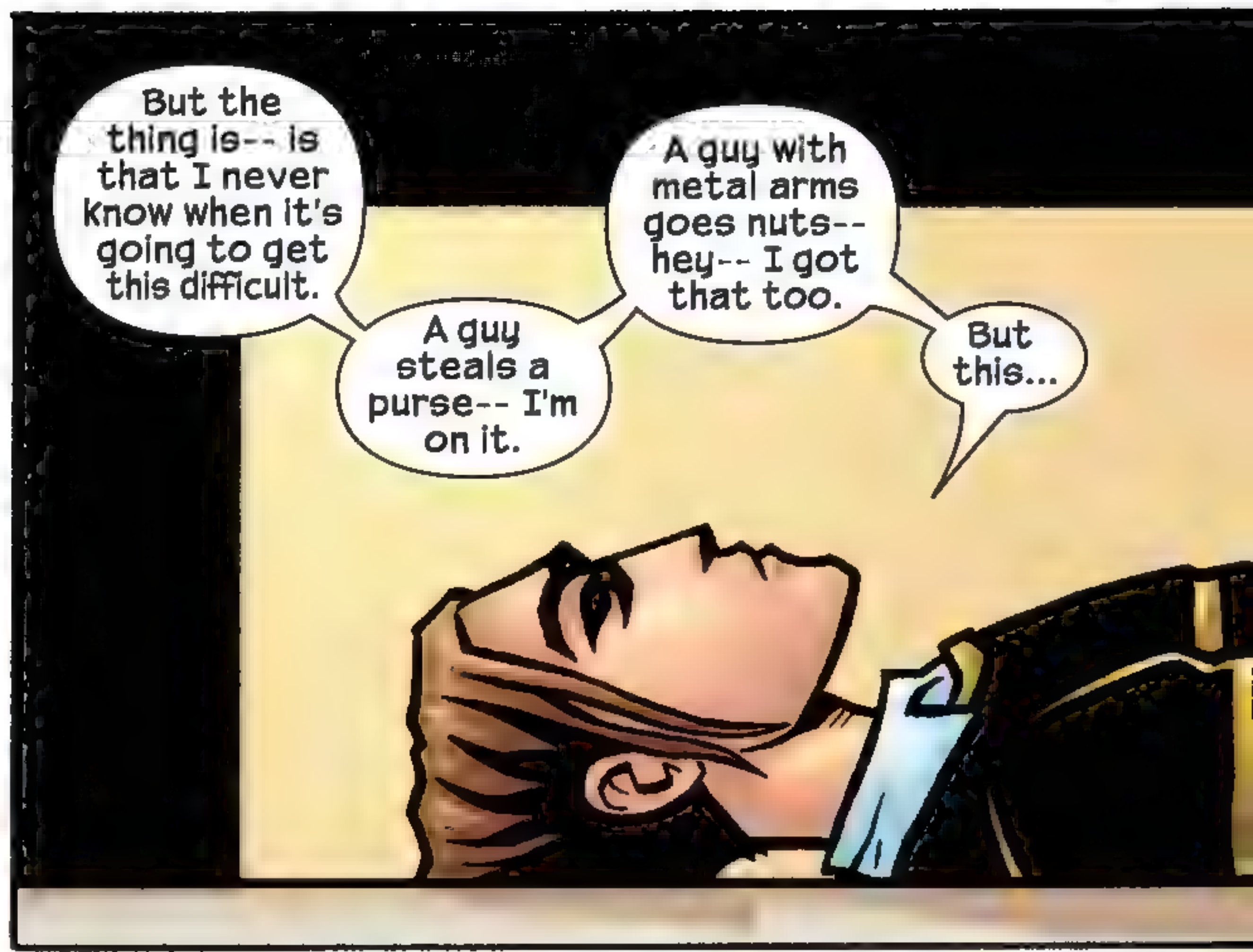


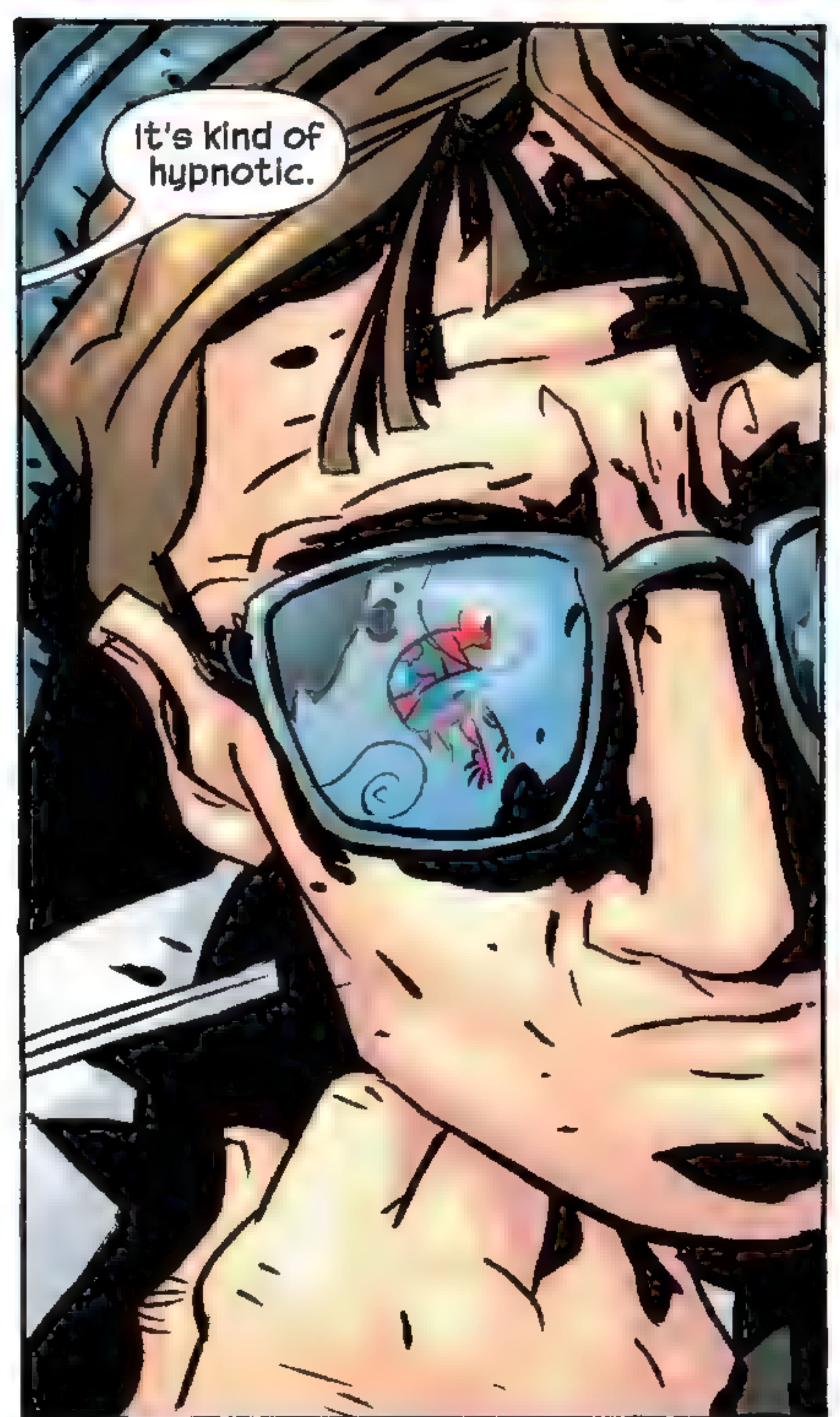




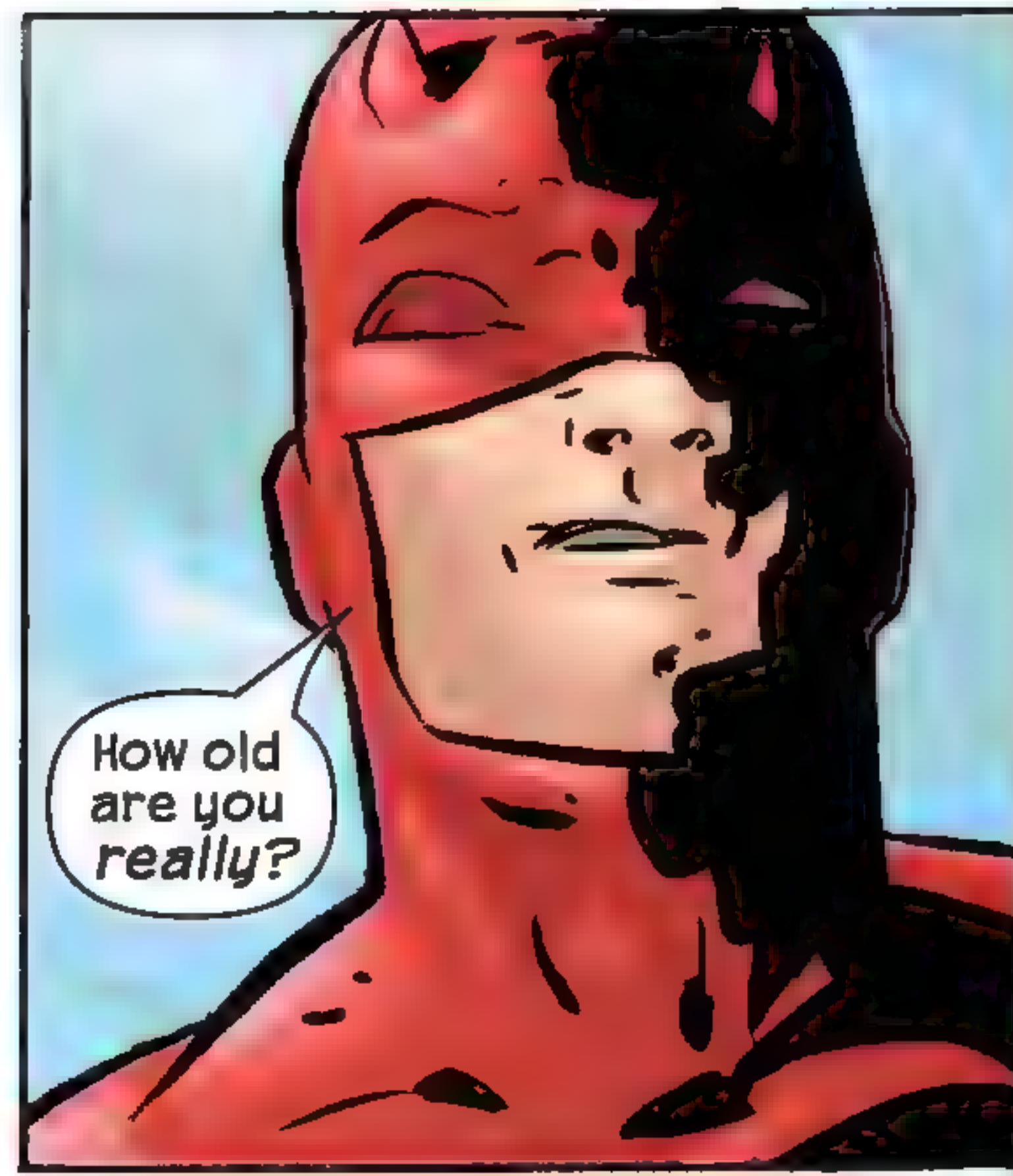


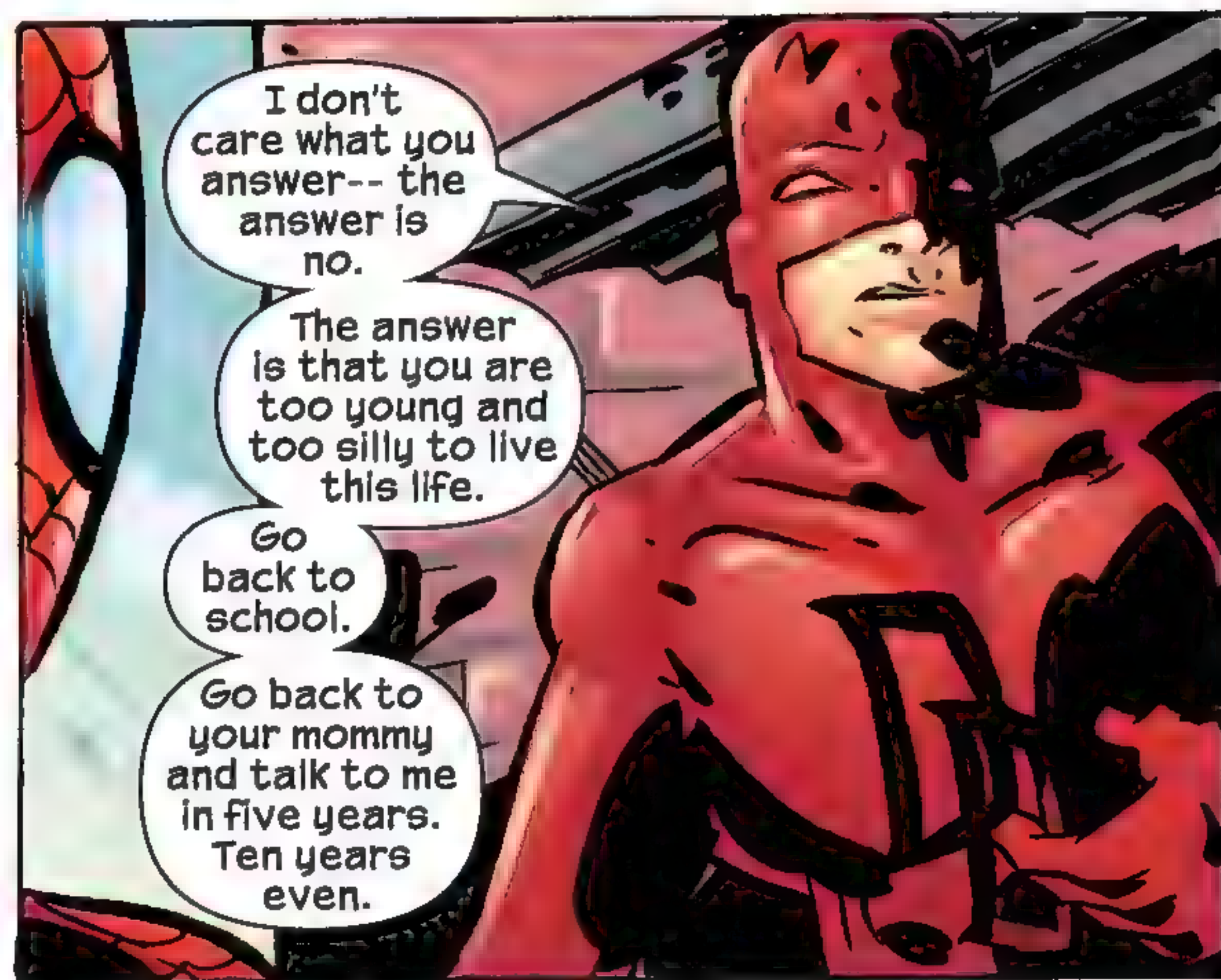
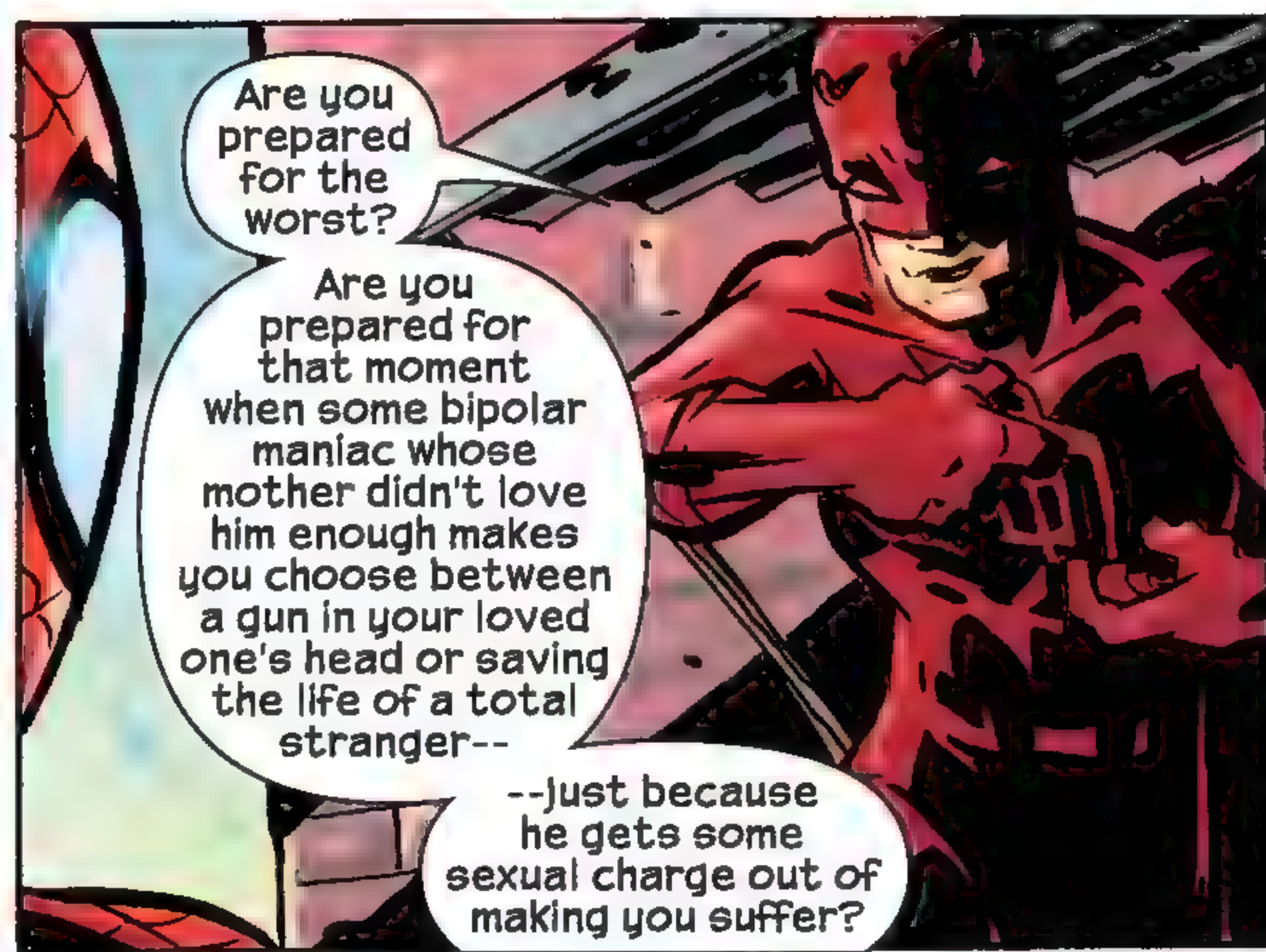
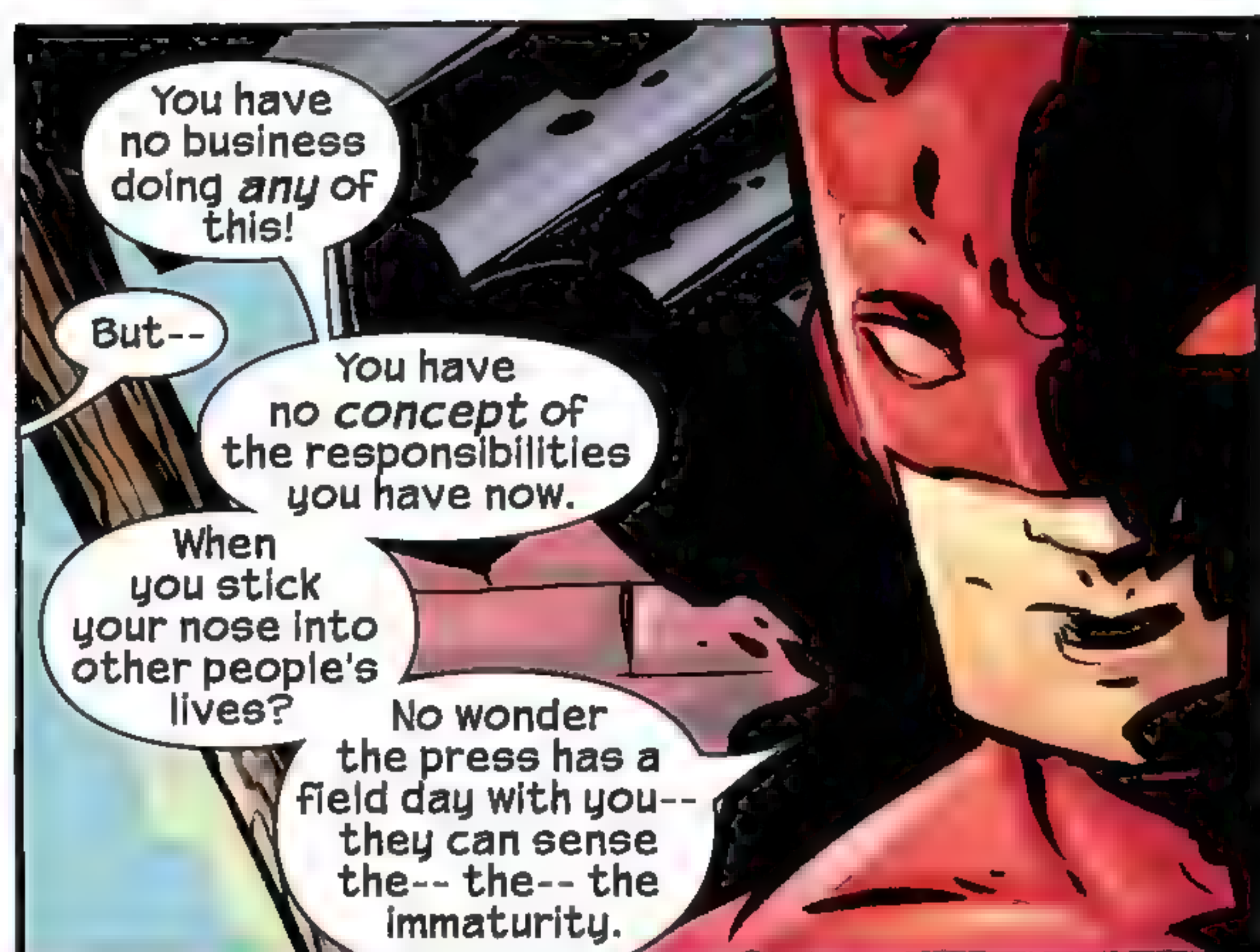
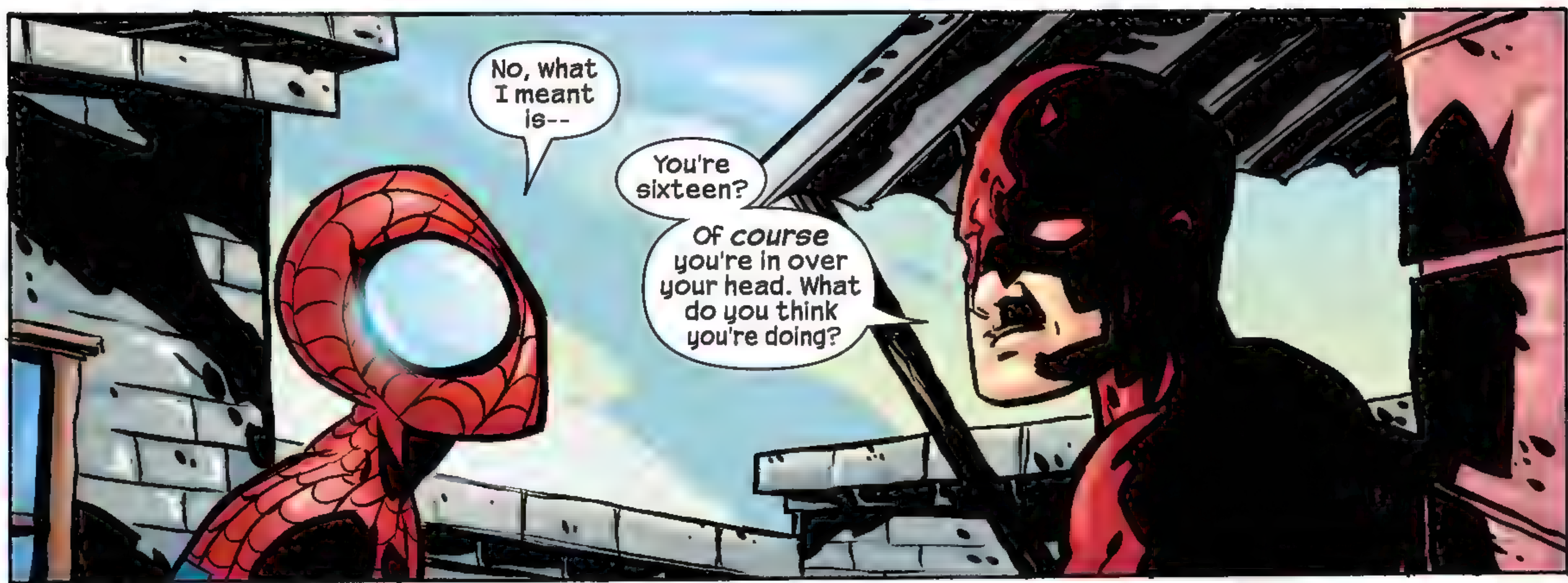


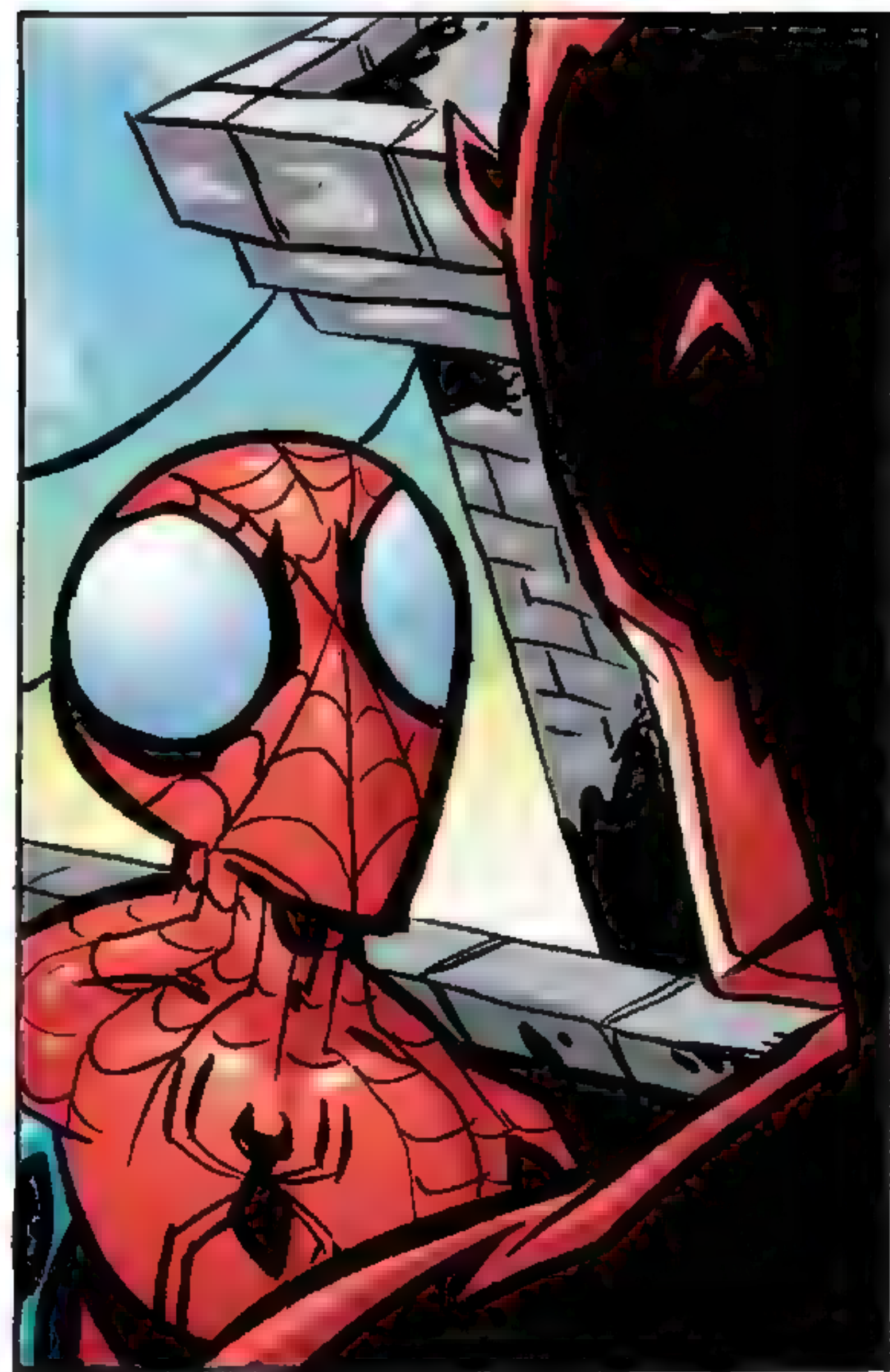
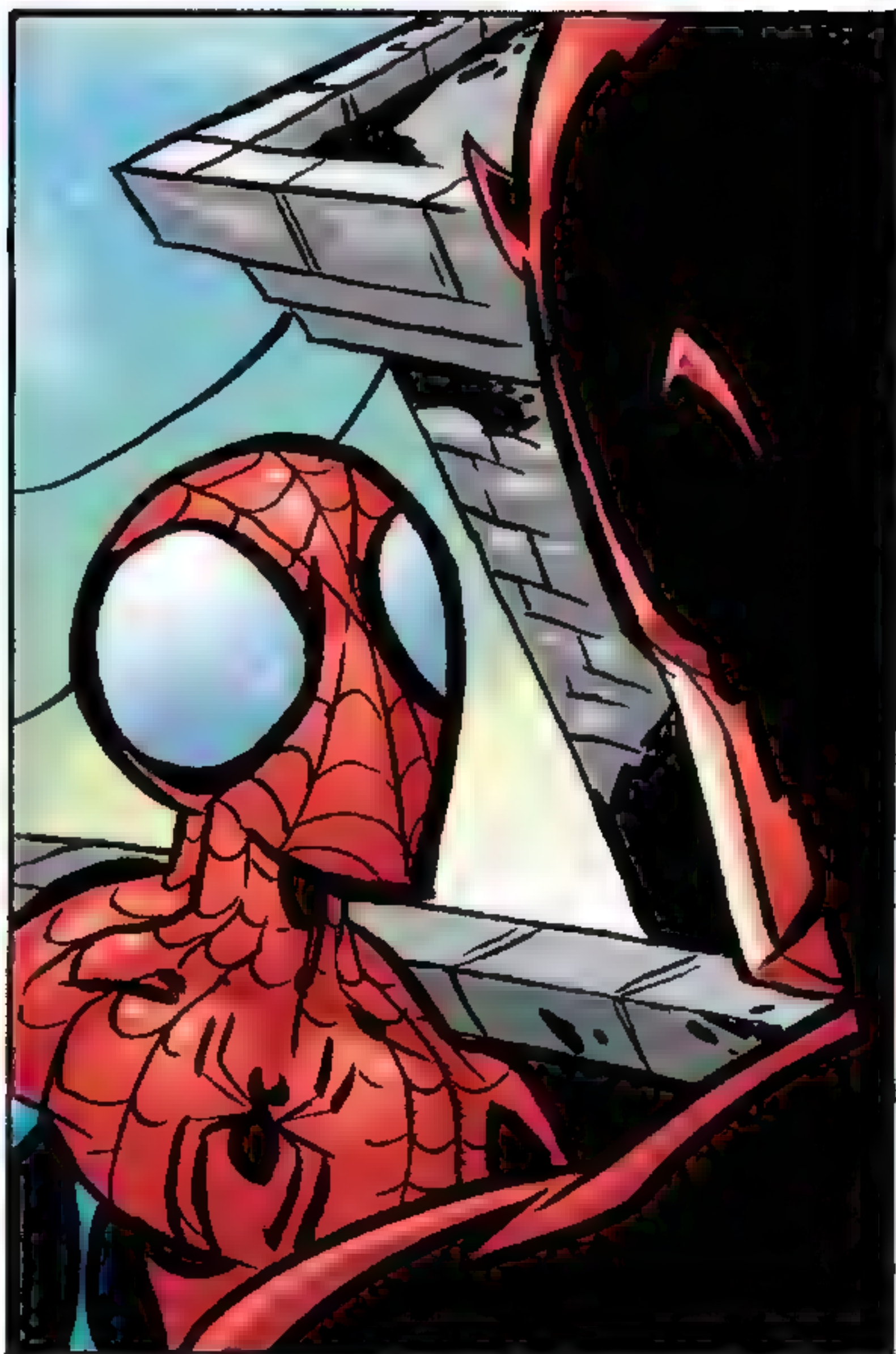


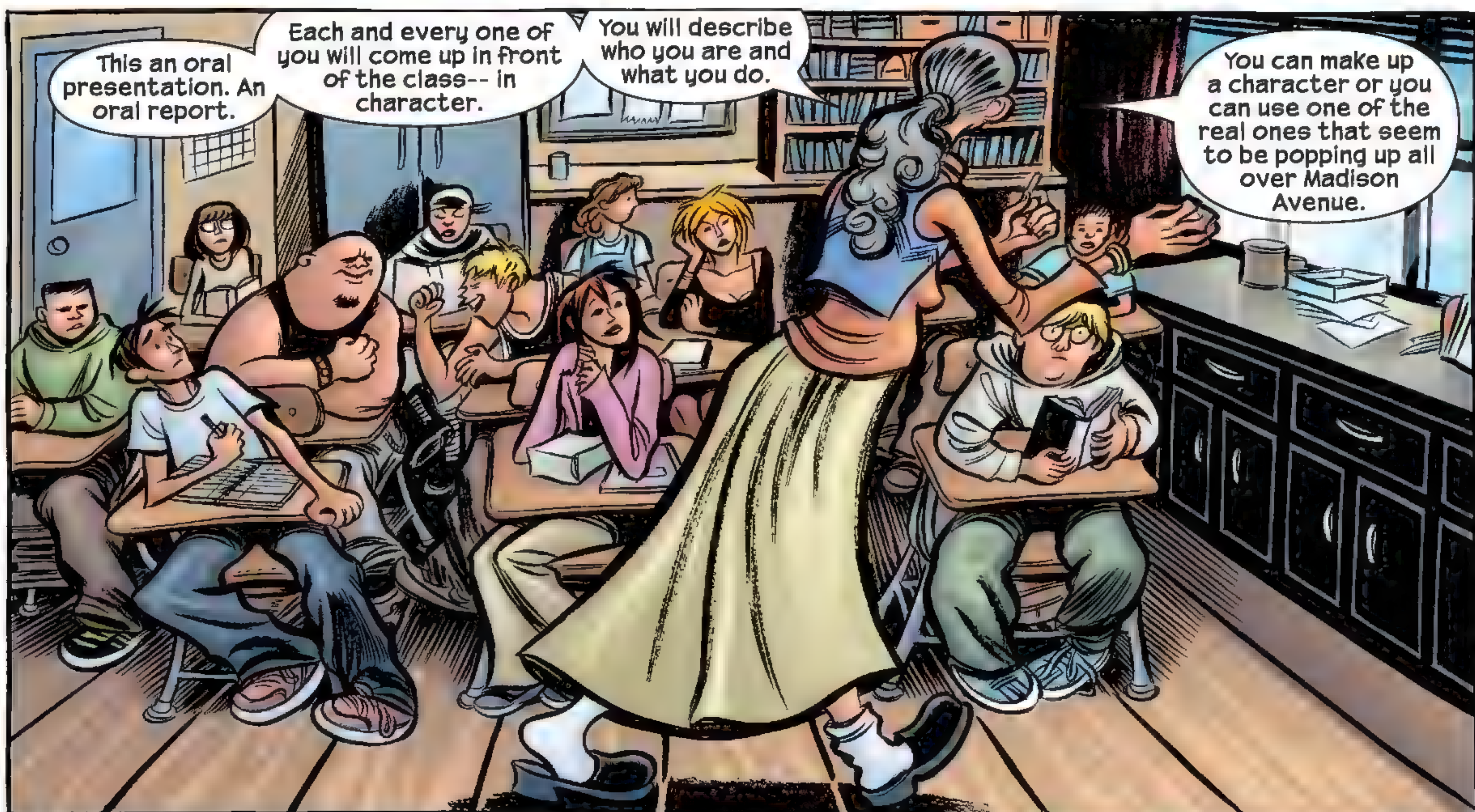
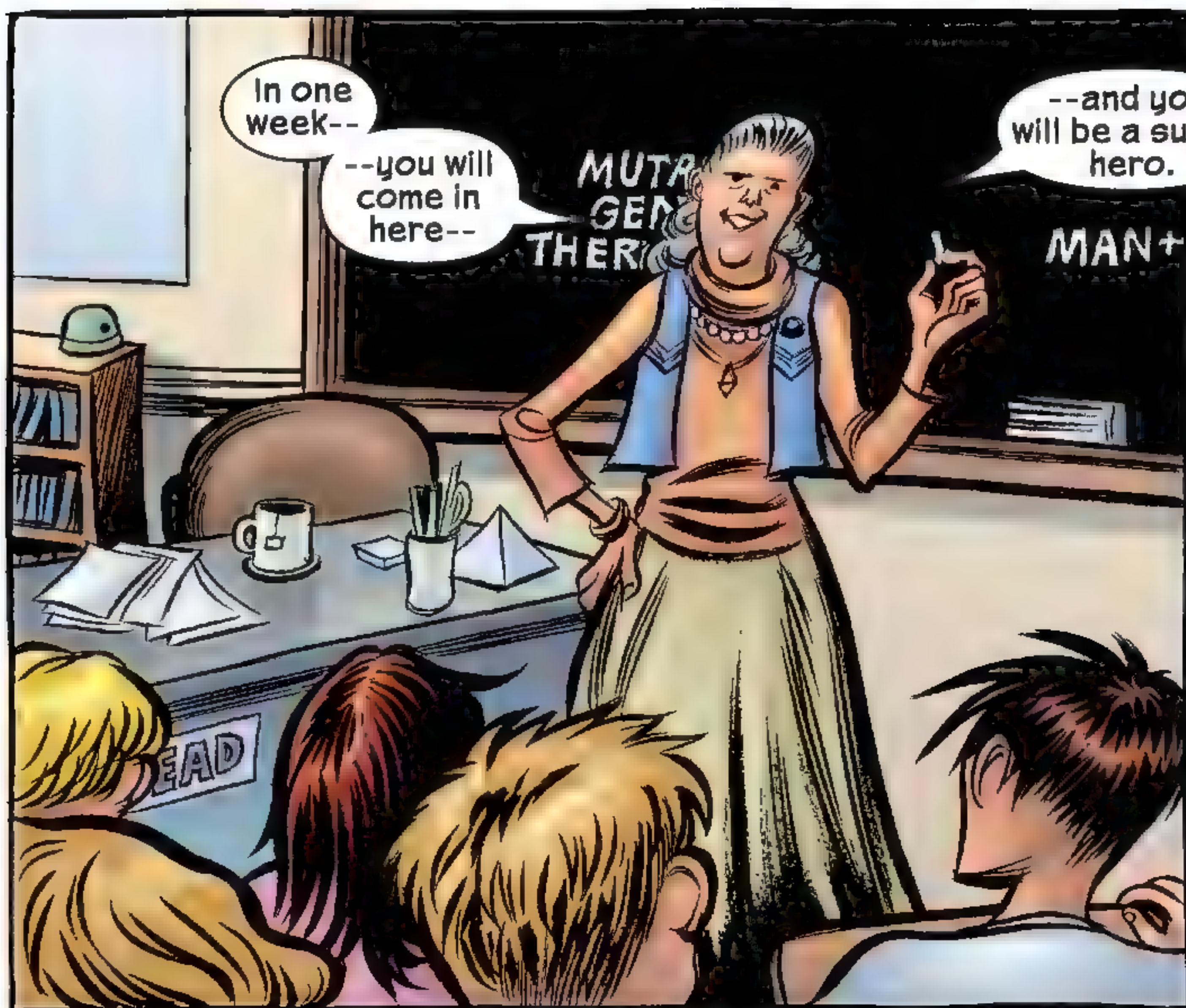


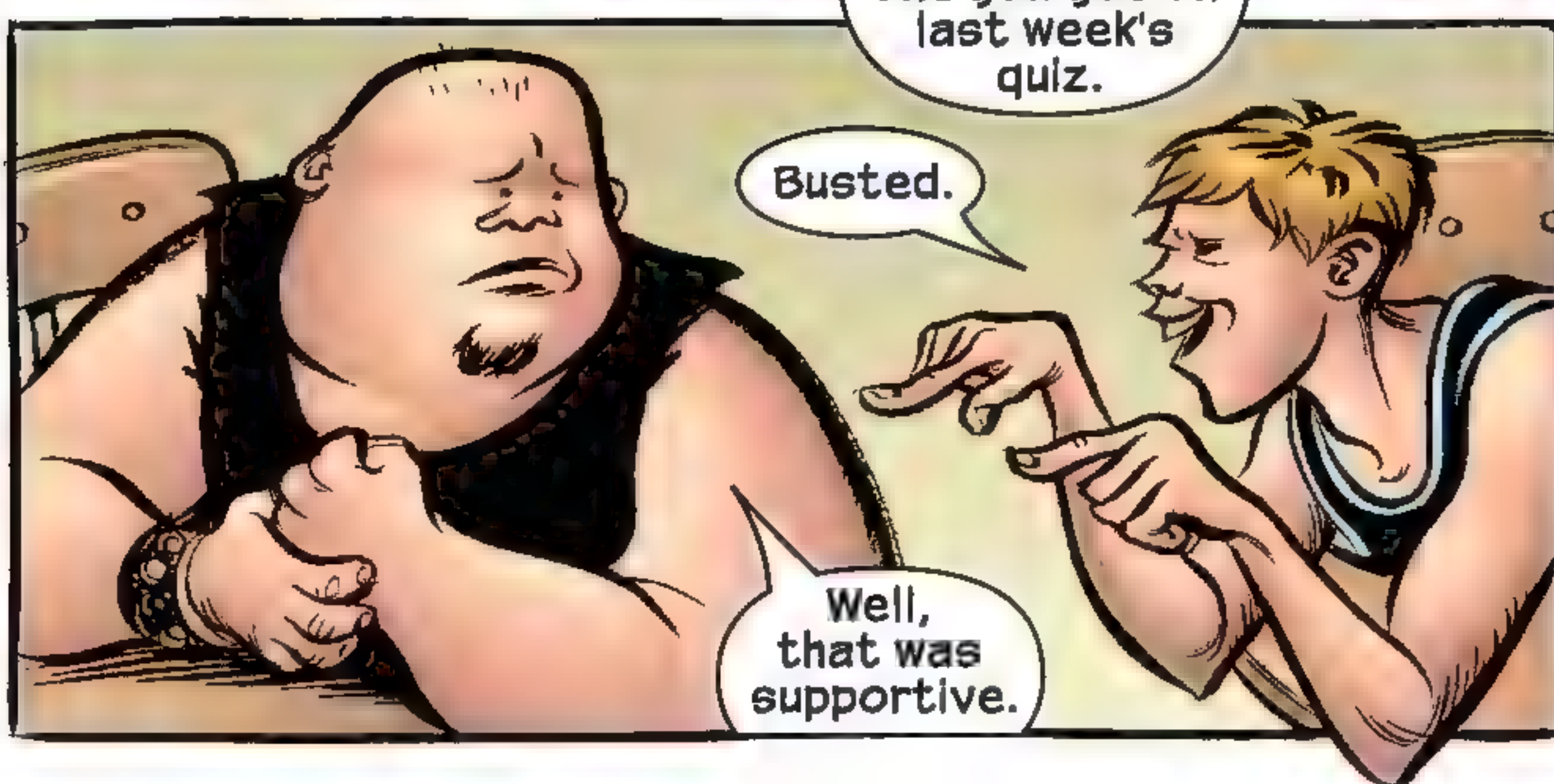
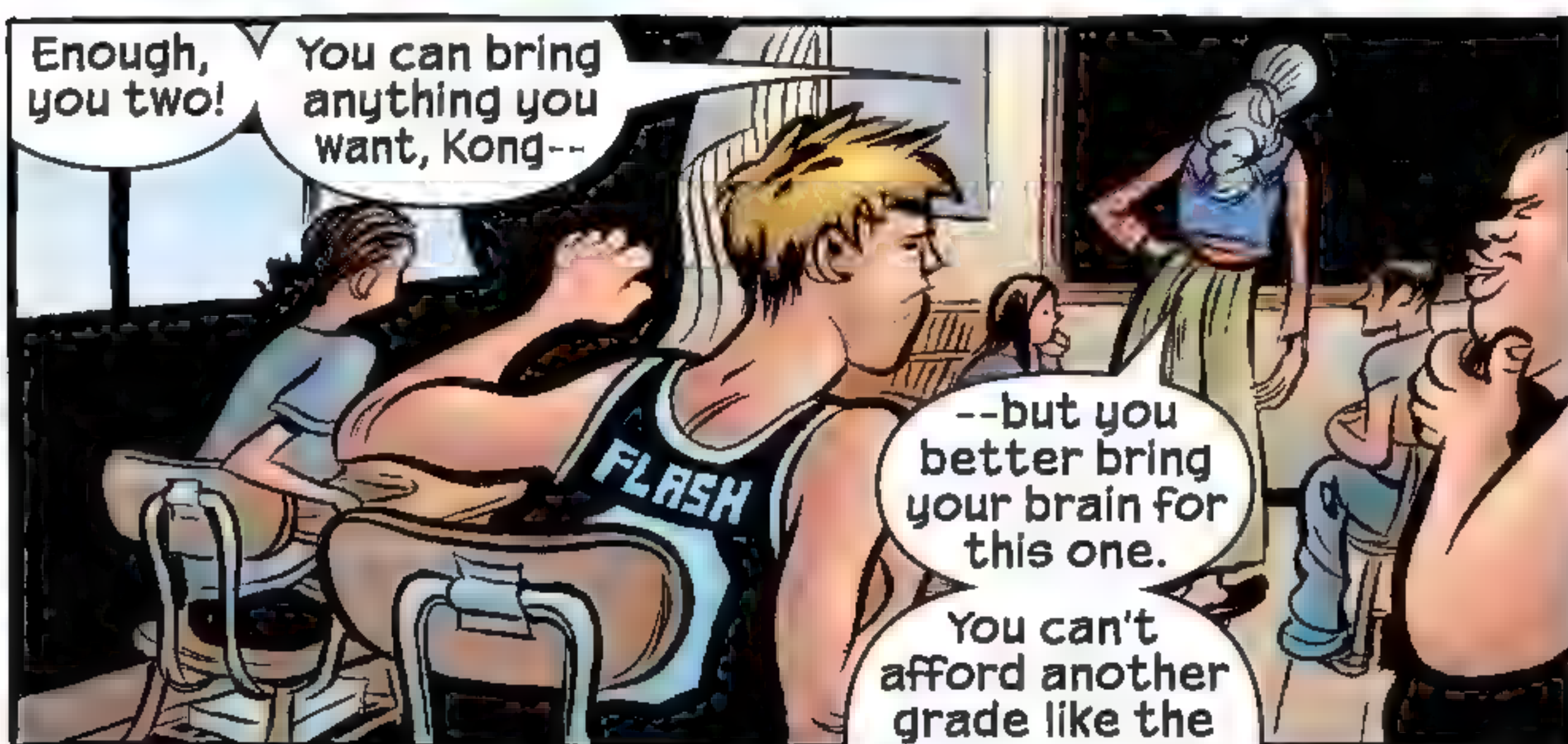
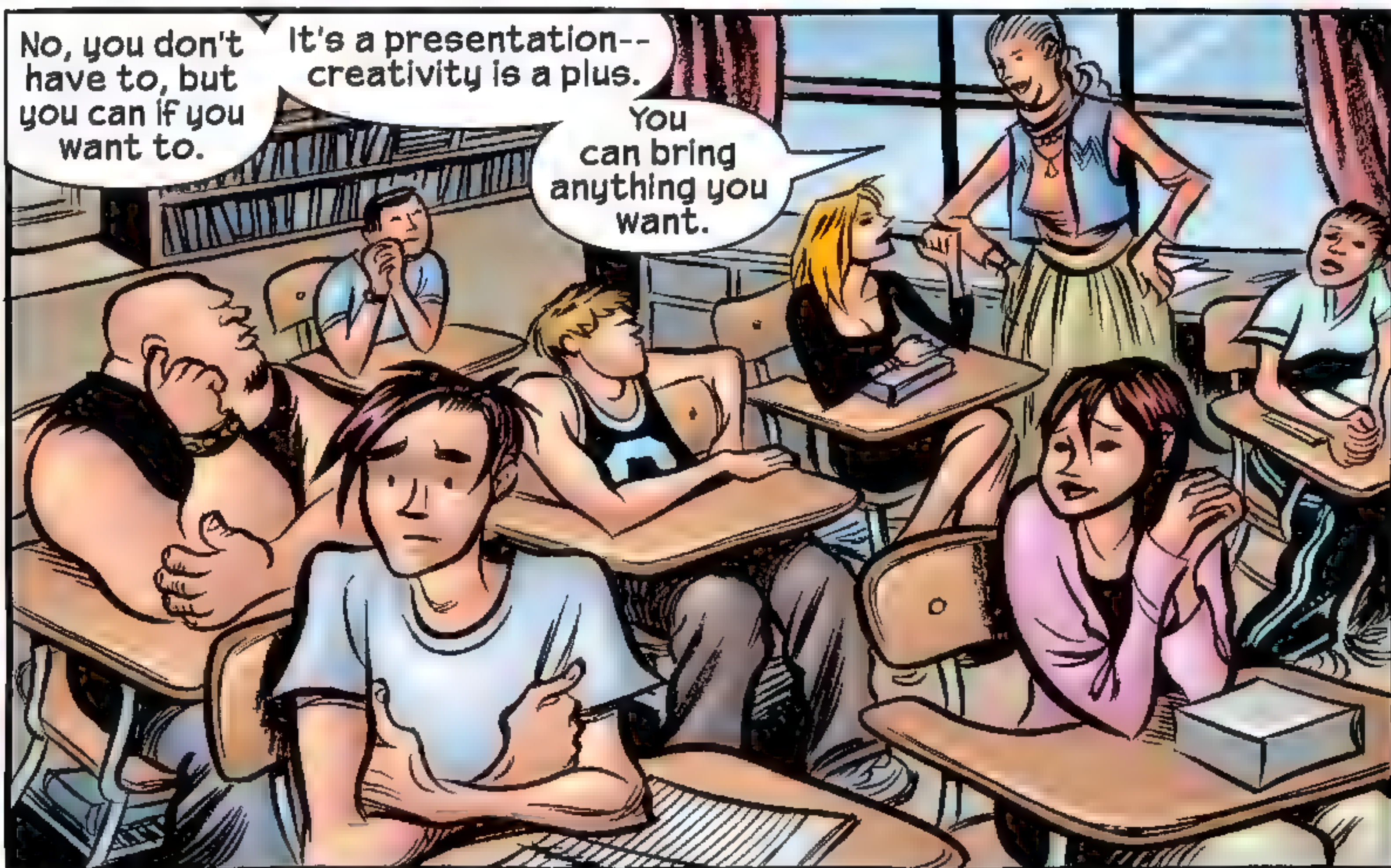
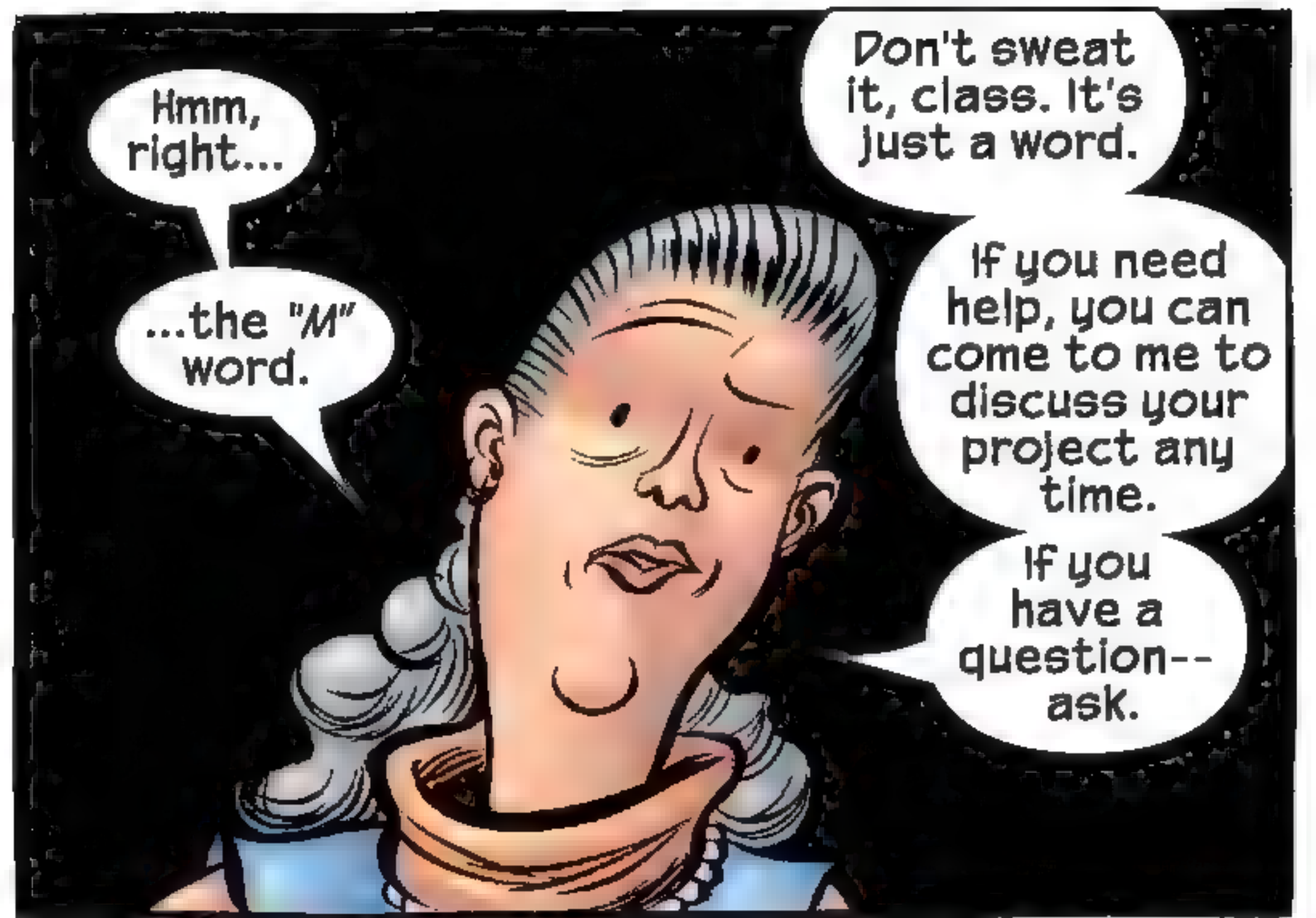


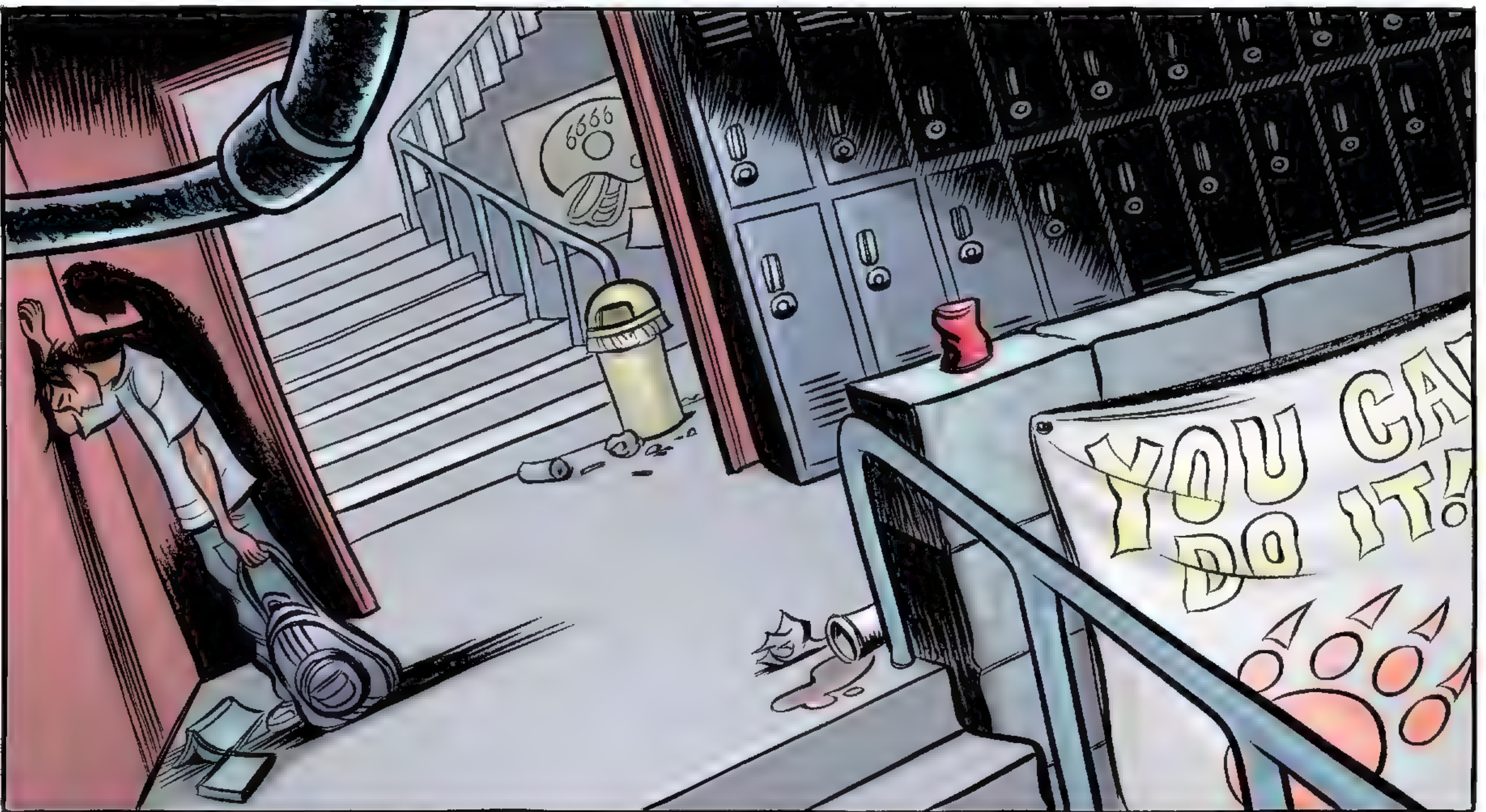
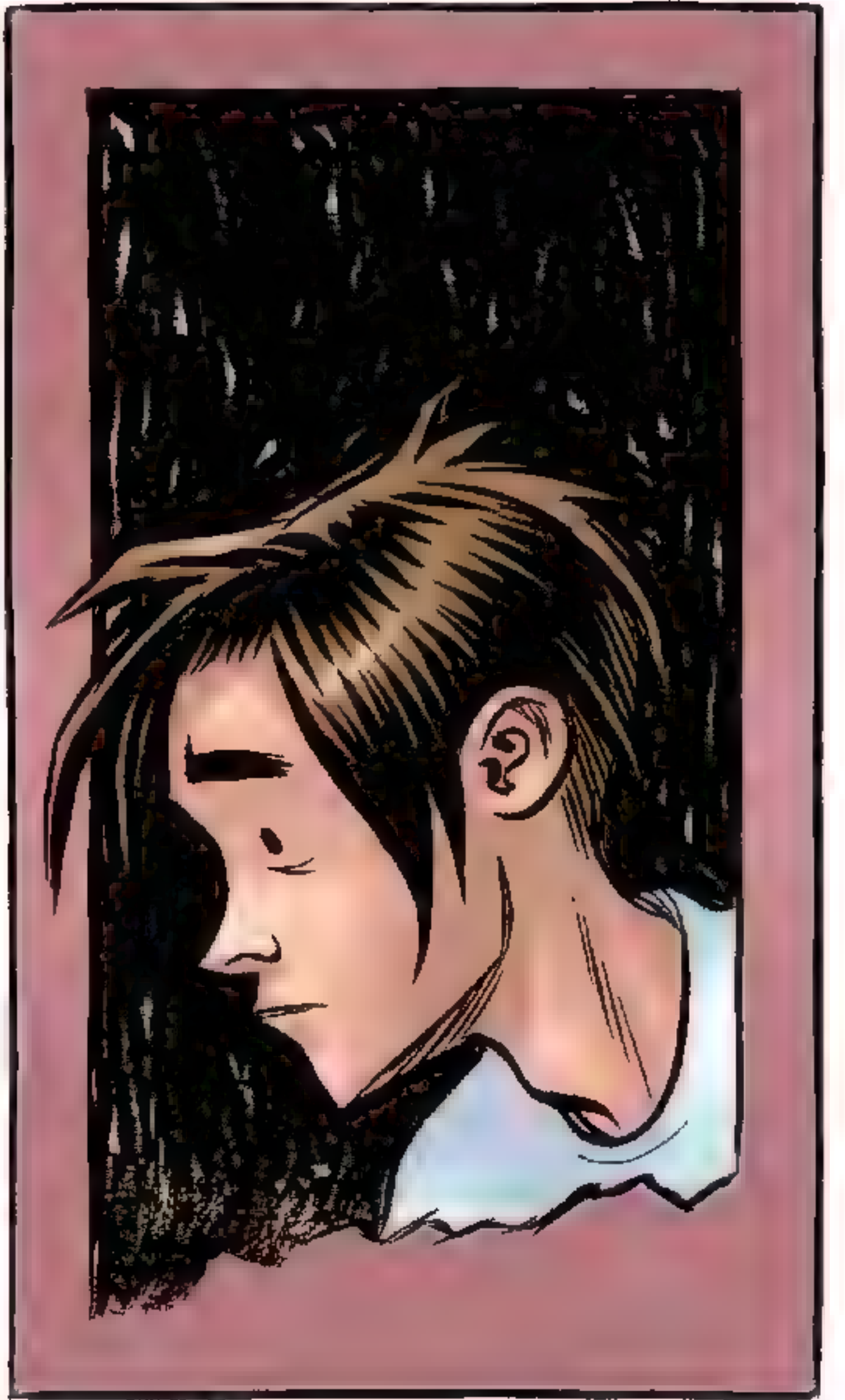








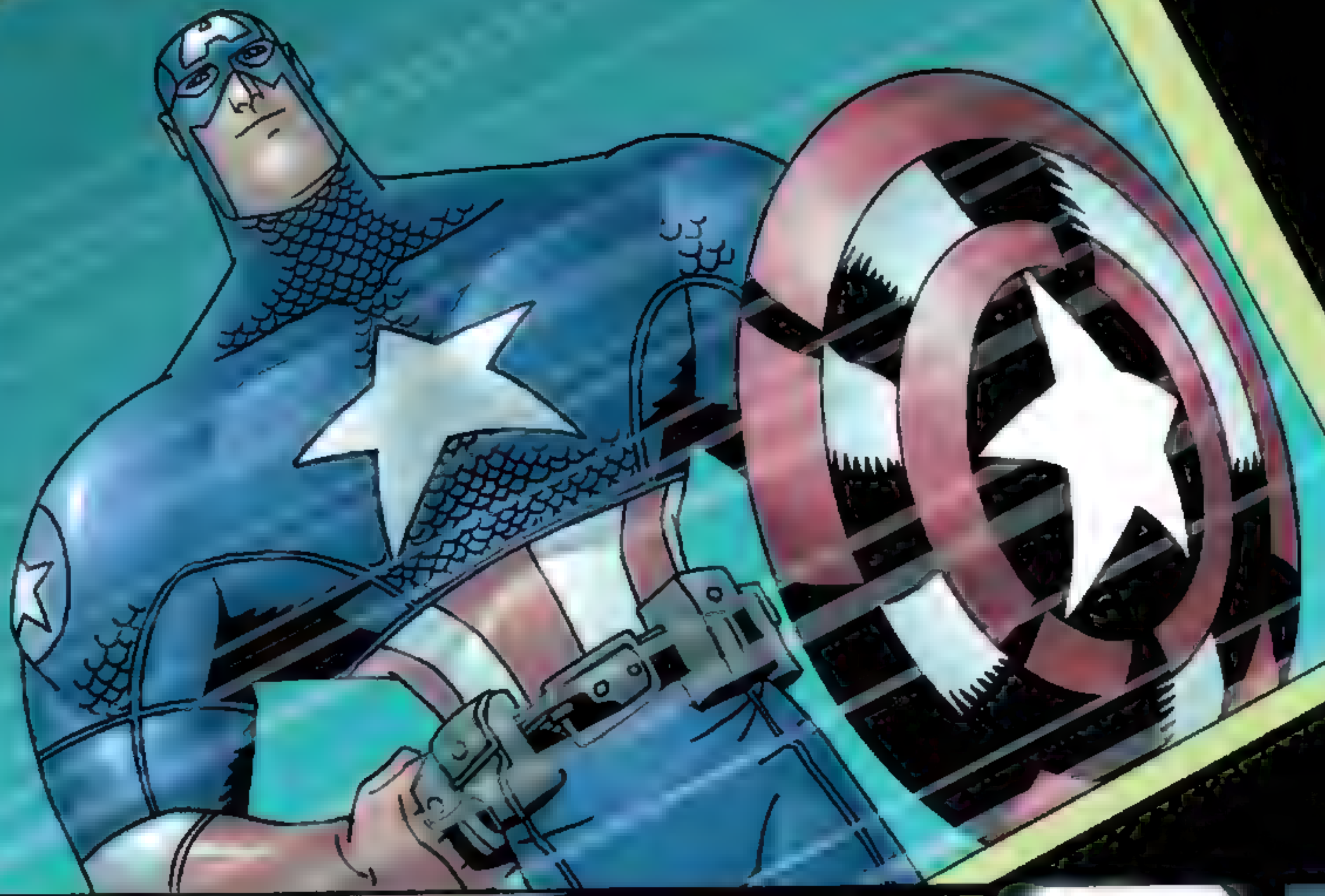




There
he is--

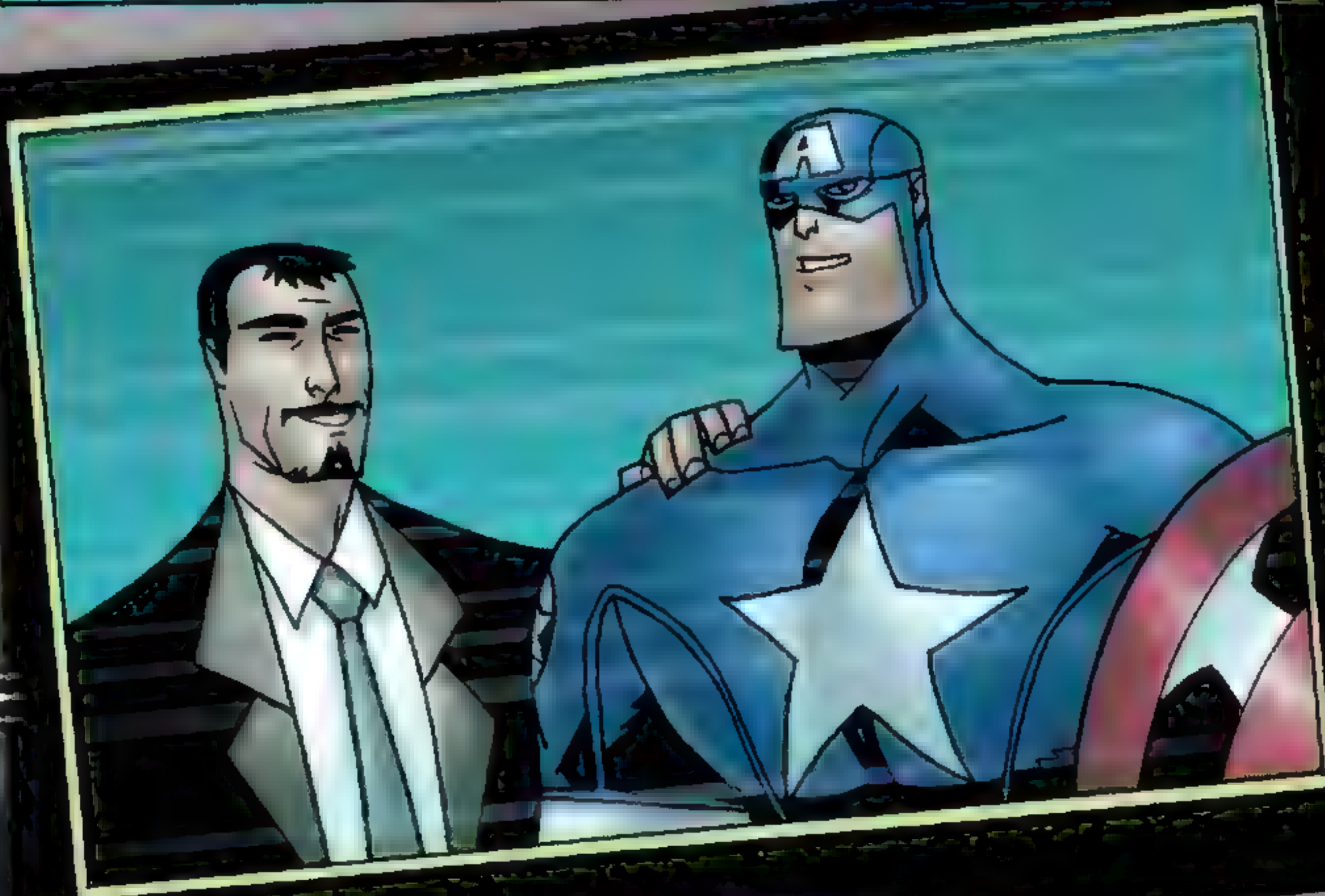
--making his
first public
appearance in
decades--

--it's Captain
America!!



We are broadcasting
live from the Inaugural
Ball for America's first
ever paramilitary
super team.

It is an all-star gala
as the biggest names
in world politics and all
forms of entertainment
have come together in
admiration of this new
breed of hero.



You can actually
feel the excitement
in the air, David.



This is a truly
fantastic day
for New York
City and a great
day for America.





We're going to see if we can't get a few words from industrialist Tony Stark.

Captain America-- I can't freakin' believe it!

Said on the Internet.

Don't ruin my moment.

Think it's really the same guy from the war?

Oh, well then...

Here he is-- Tony Stark. Looking fantastic.



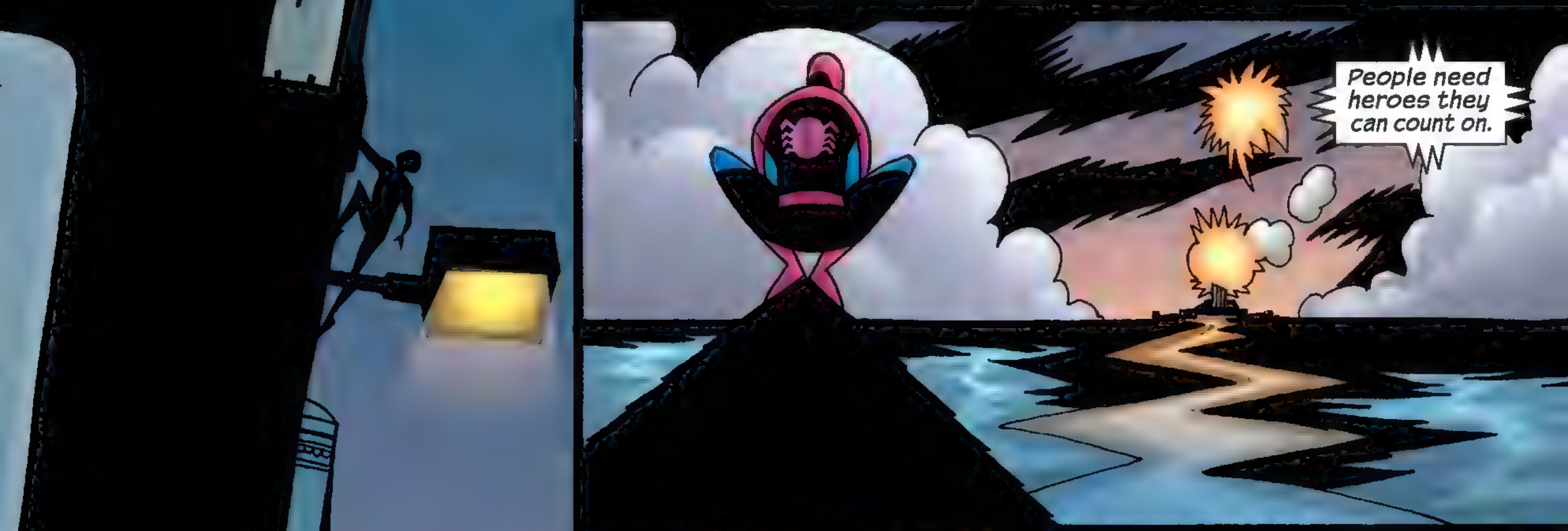
Tony! Tony Stark! A minute! What can you tell our viewers about this new super team you've put together?

Well, what can I say? The time is right. And the time is right now.

But how exactly will this super group work? And who do they work for?

They "work" for whoever needs them.

These are complicated times and it's a complicated world...



People need heroes they can count on.





I am the ruler of all I survey!!

You will bow down before my supremeness!



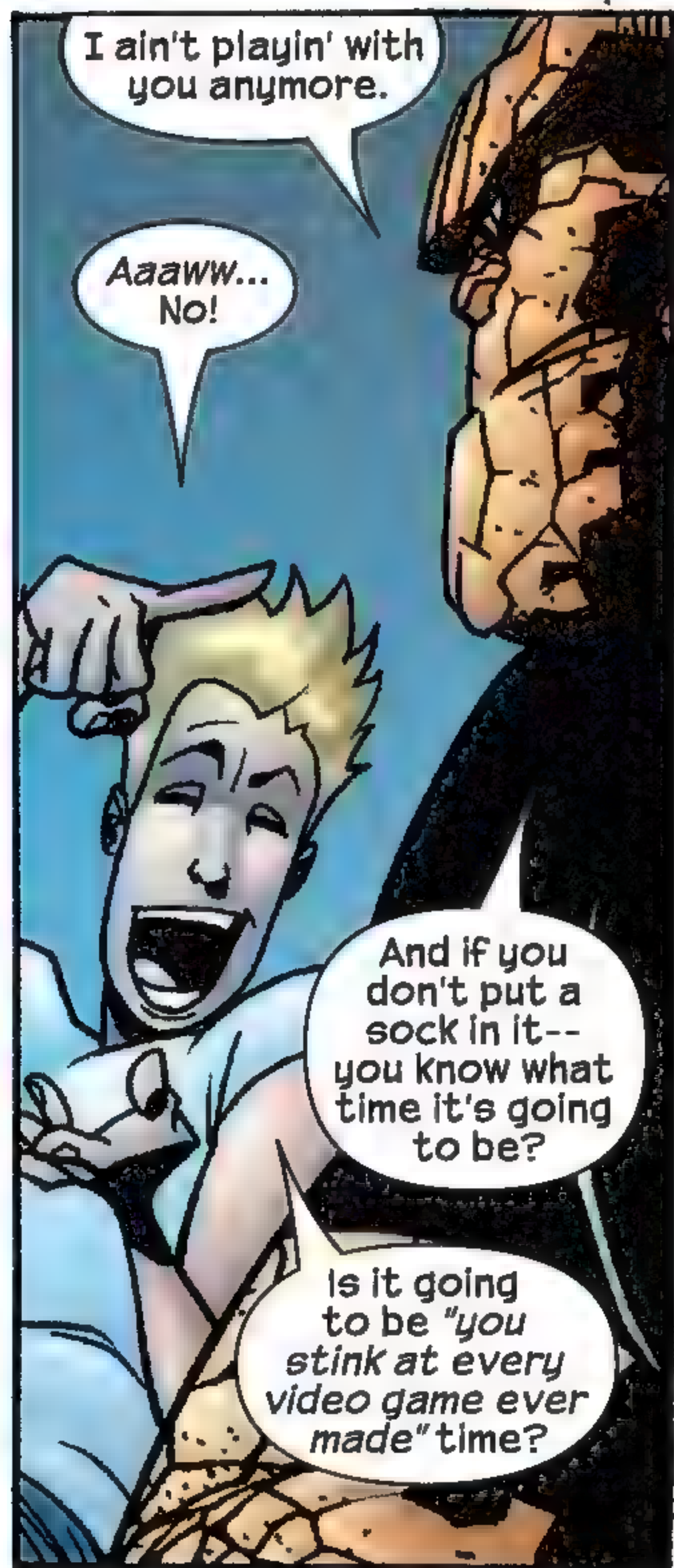
It's a #\$\$\$ing video game-- calm down, hotshot.

Big deal! My thumbs don't even fit on the

Just a video game? Whatever. I am the ruler of your dumb @##\$#!

You will bow down before me!

Yeah, okay...



I ain't playin' with you anymore.

Aaaww... No!

And if you don't put a sock in it-- you know what time it's going to be?

Is it going to be "you stink at every video game ever made" time?



All right!! That's it!!



Security breach--Section Alpha.



Security breach--Section Alpha.

Security breach--Section Alpha.

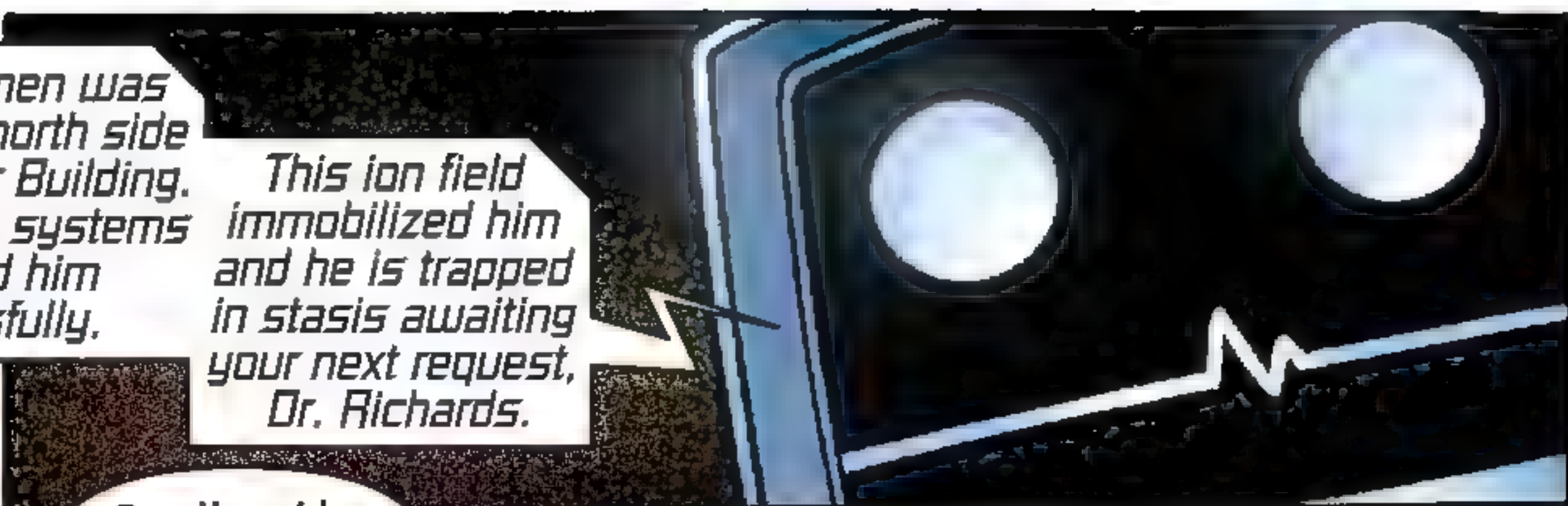
Security breach--Section Alpha.



H.e.r.b.i.e.,
what is this?
What's happened
here?

*This specimen was
scaling the north side
of the Baxter Building.
The security systems
engaged him
successfully.*

*This ion field
immobilized him
and he is trapped
in stasis awaiting
your next request,
Dr. Richards.*



Scaling the
outside of the
building?

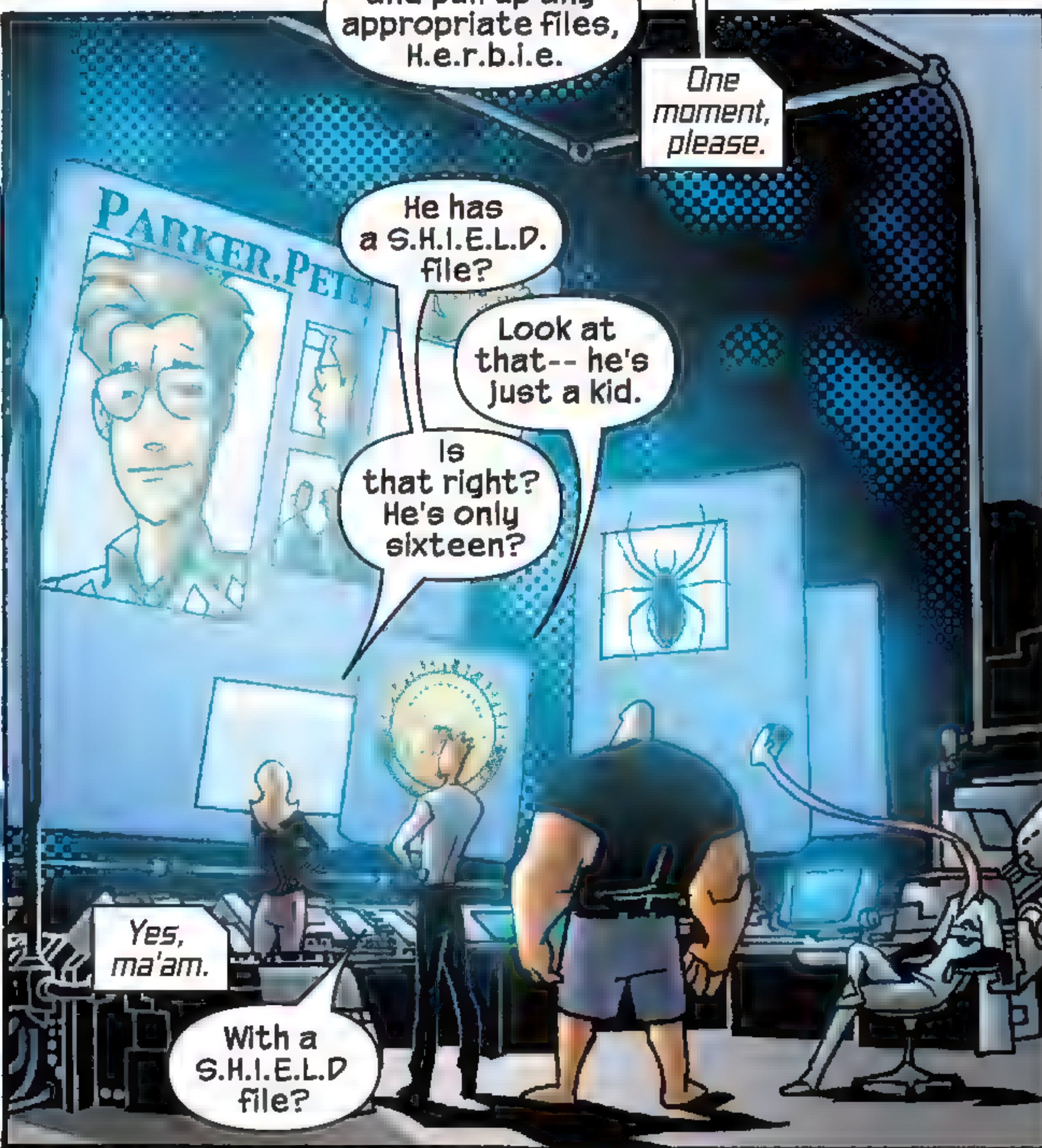
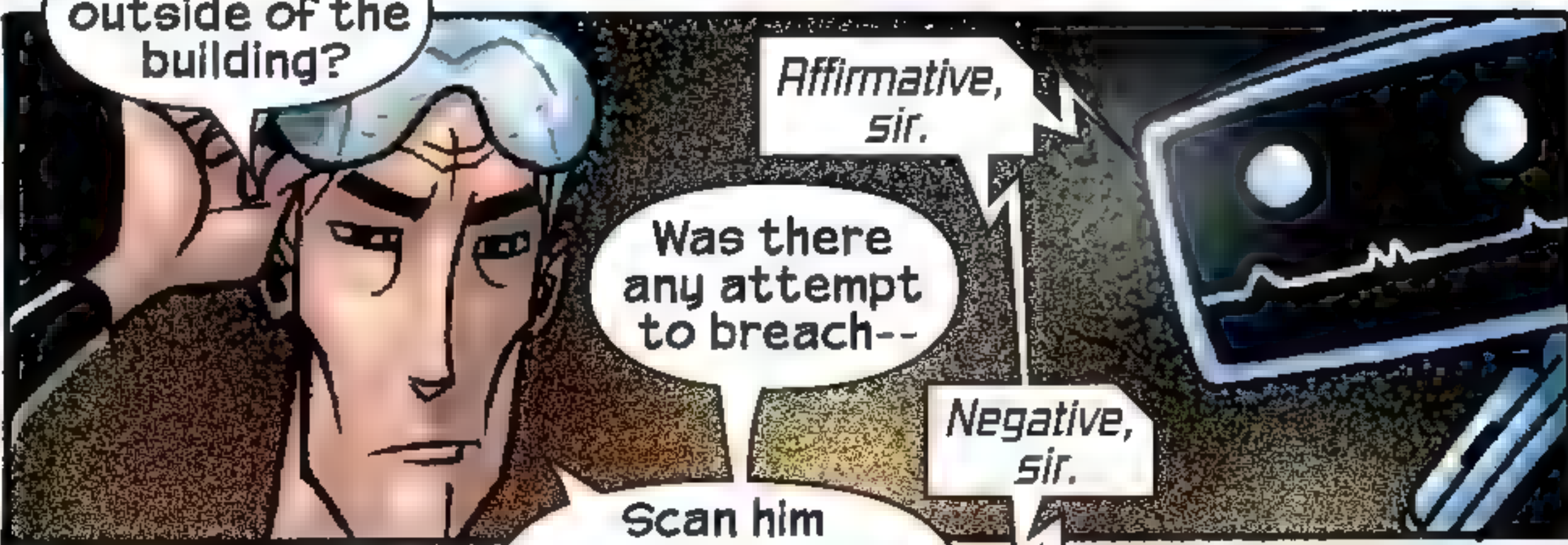
Affirmative,
sir.

Was there
any attempt
to breach--

Negative,
sir.

Scan him
and pull up any
appropriate files,
H.e.r.b.i.e.

One
moment,
please.



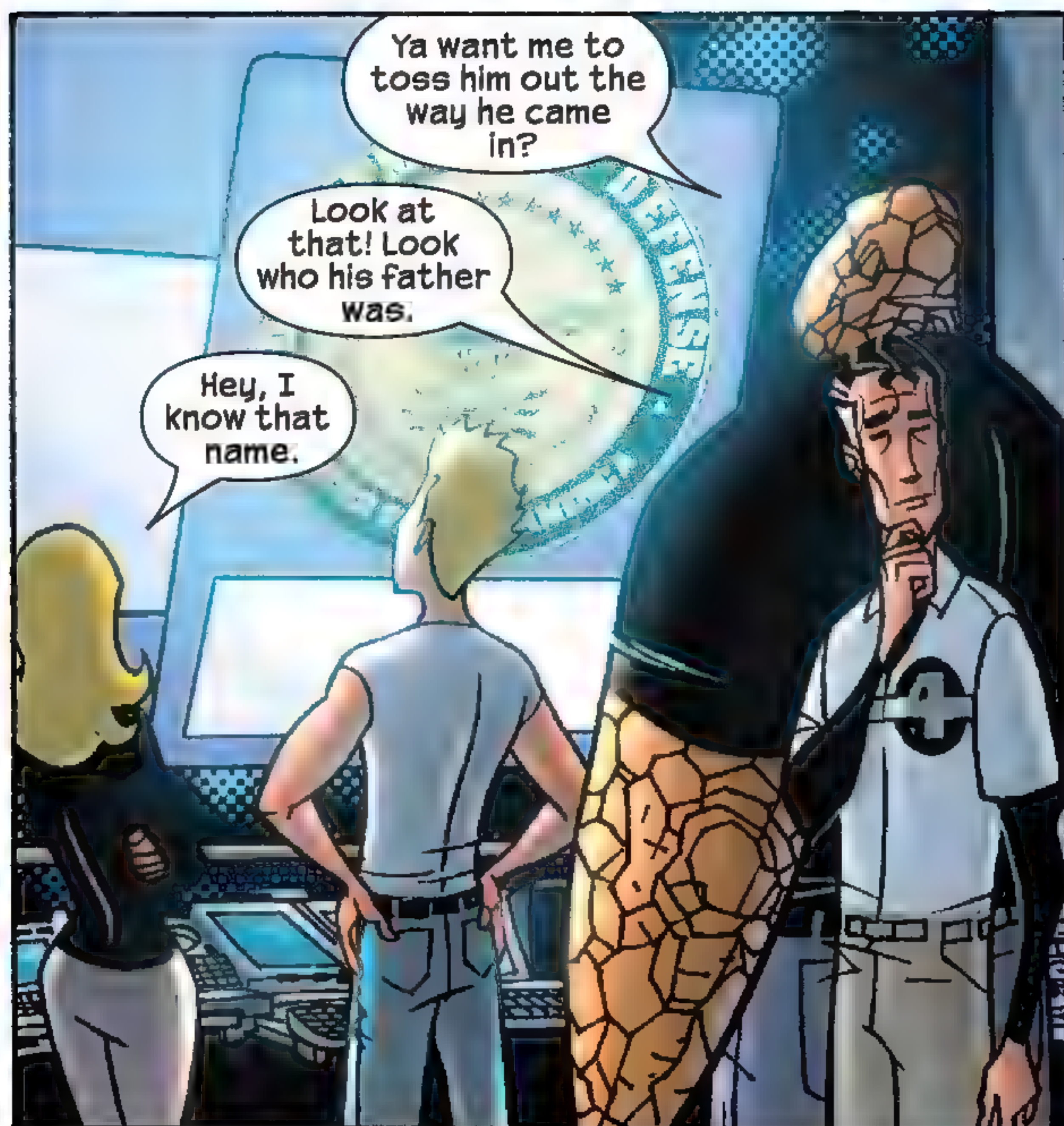
He has
a S.H.I.E.L.D.
file?

Look at
that-- he's
just a kid.

Is
that right?
He's only
sixteen?

Yes,
ma'am.

With a
S.H.I.E.L.D.
file?



Ya want me to
toss him out the
way he came
in?

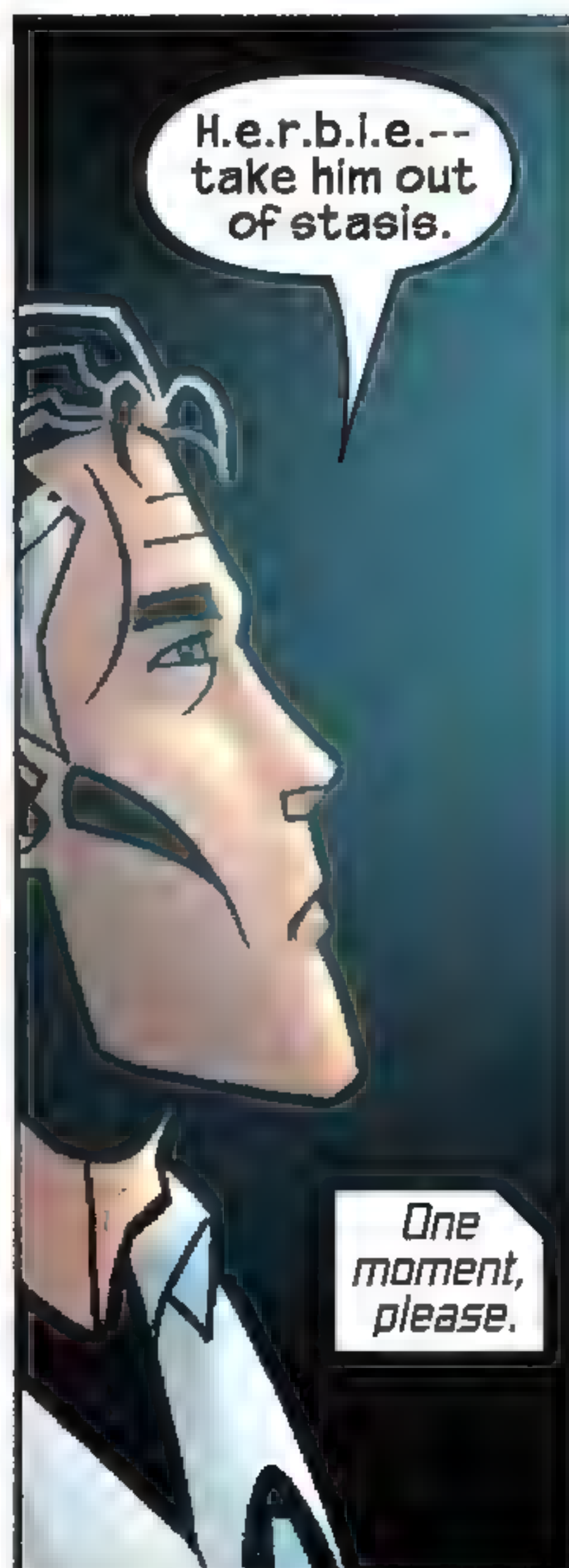
Look at
that! Look
who his father
was.

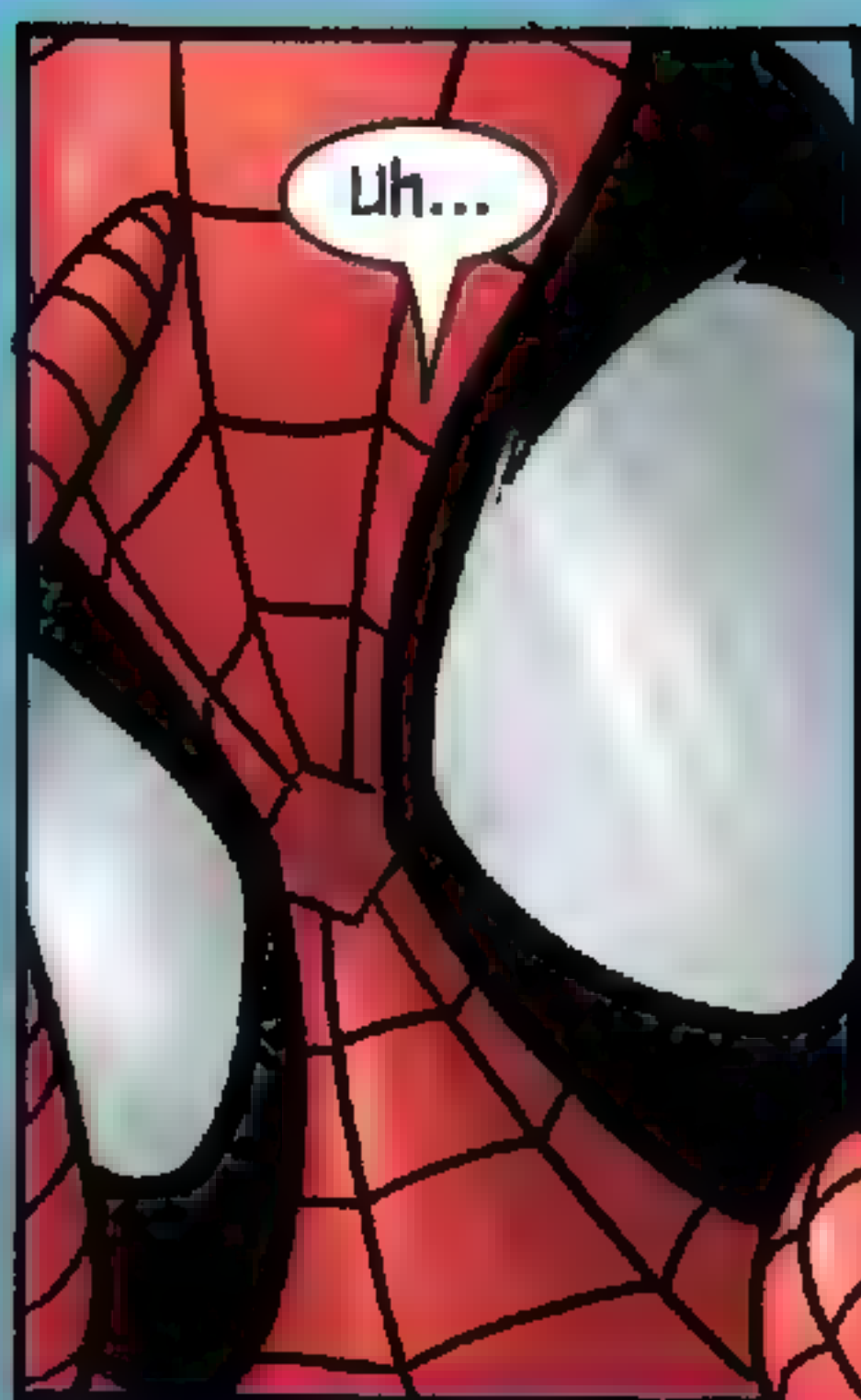
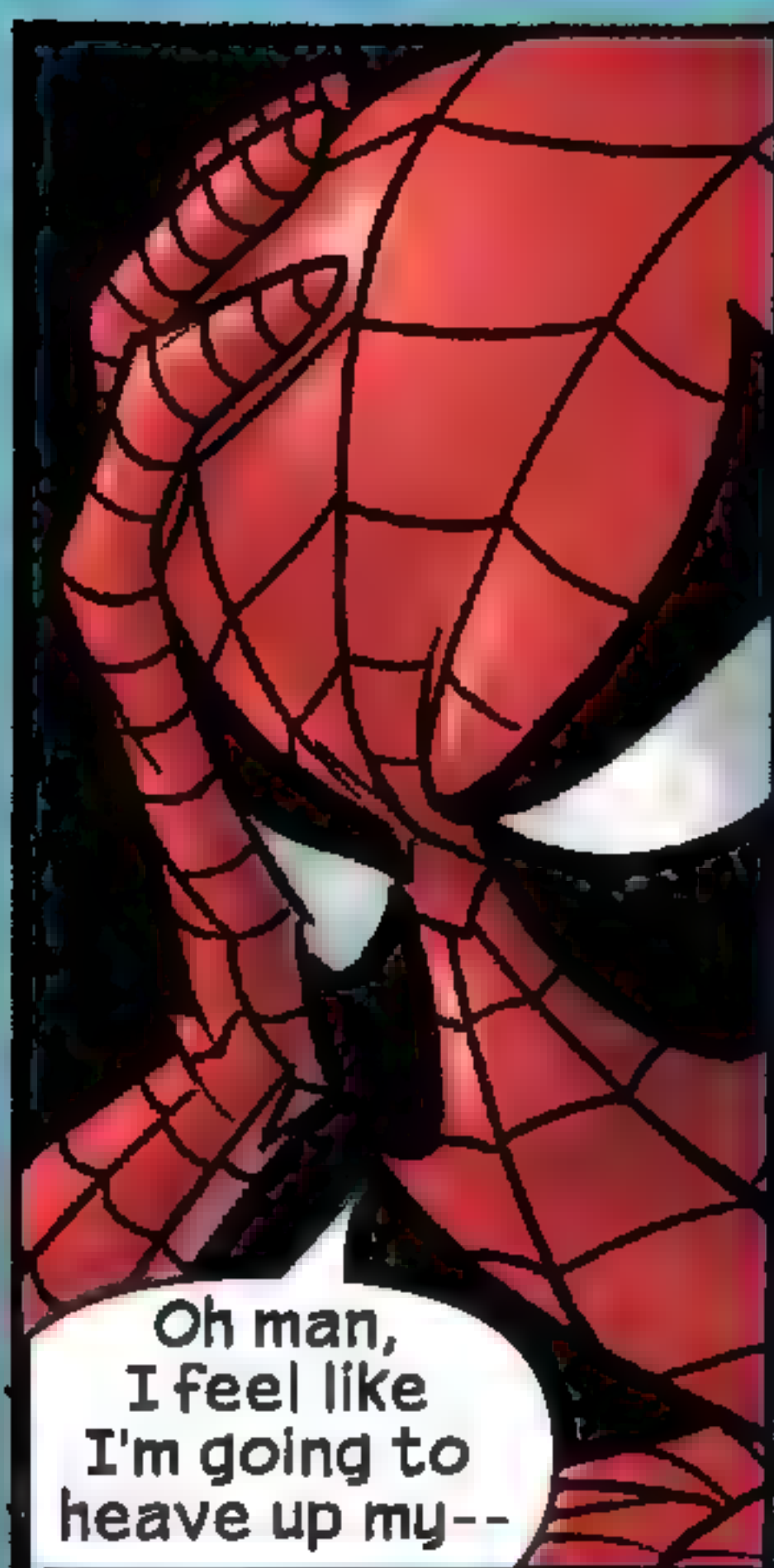
Hey, I
know that
name.



H.e.r.b.i.e.--
take him out
of stasis.

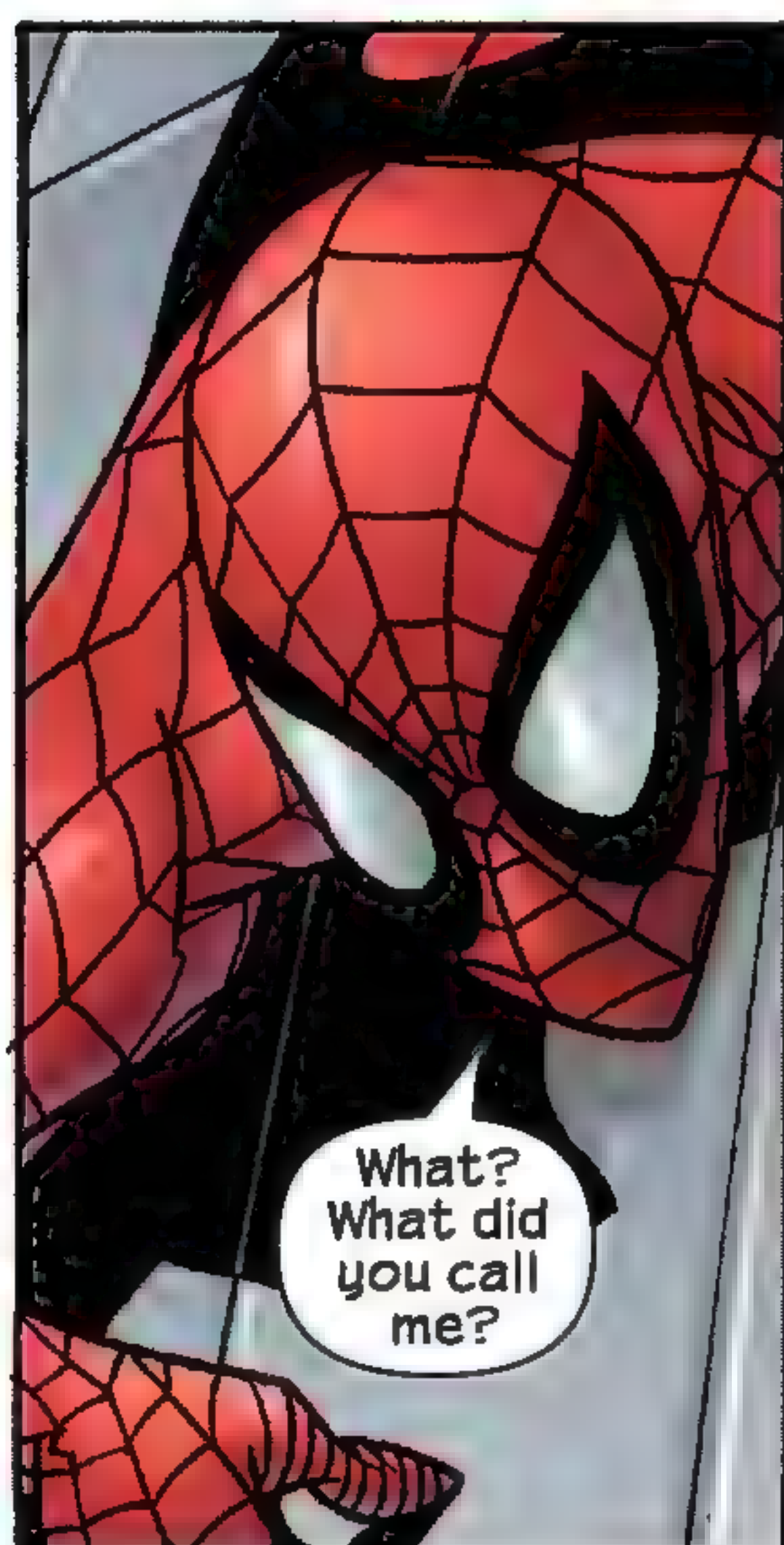
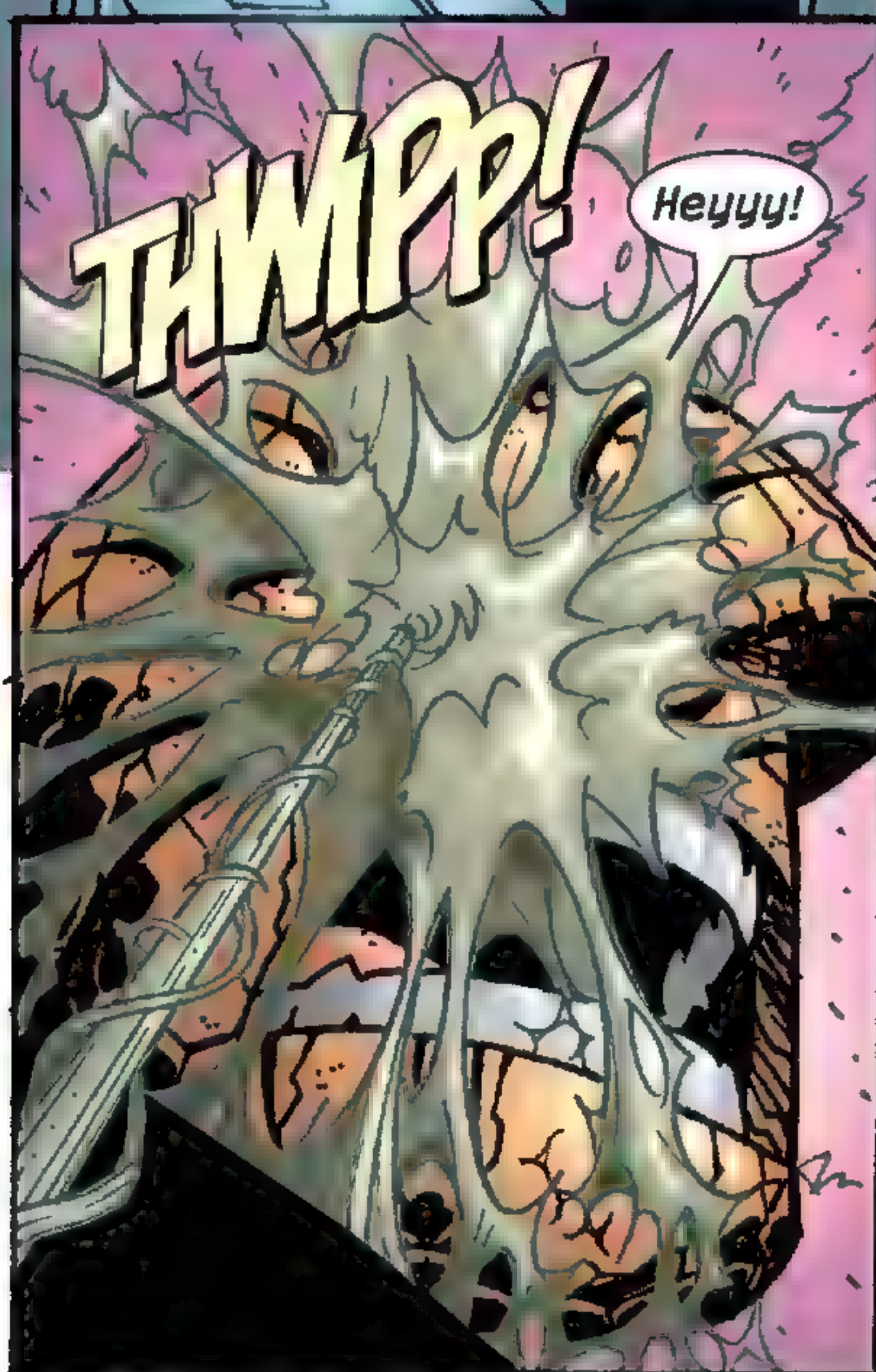
One
moment,
please.

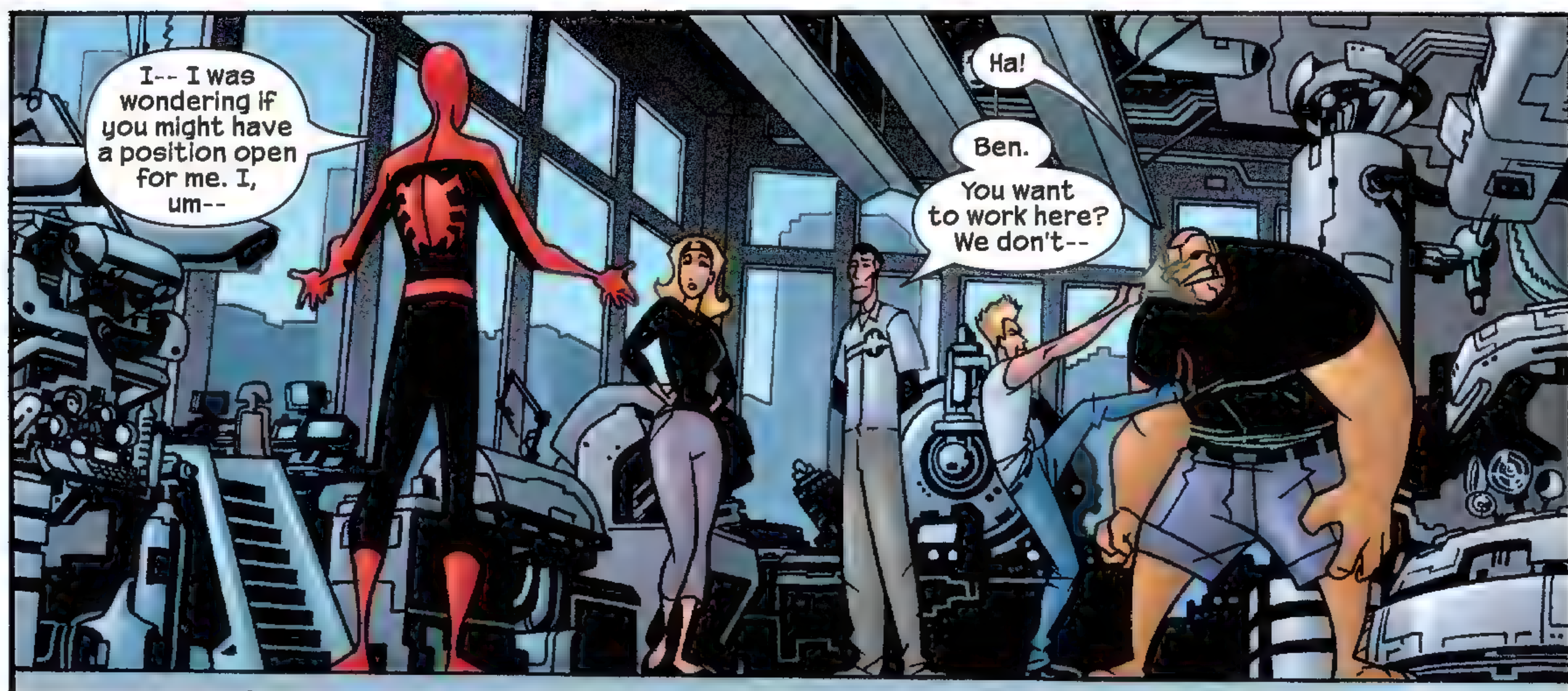
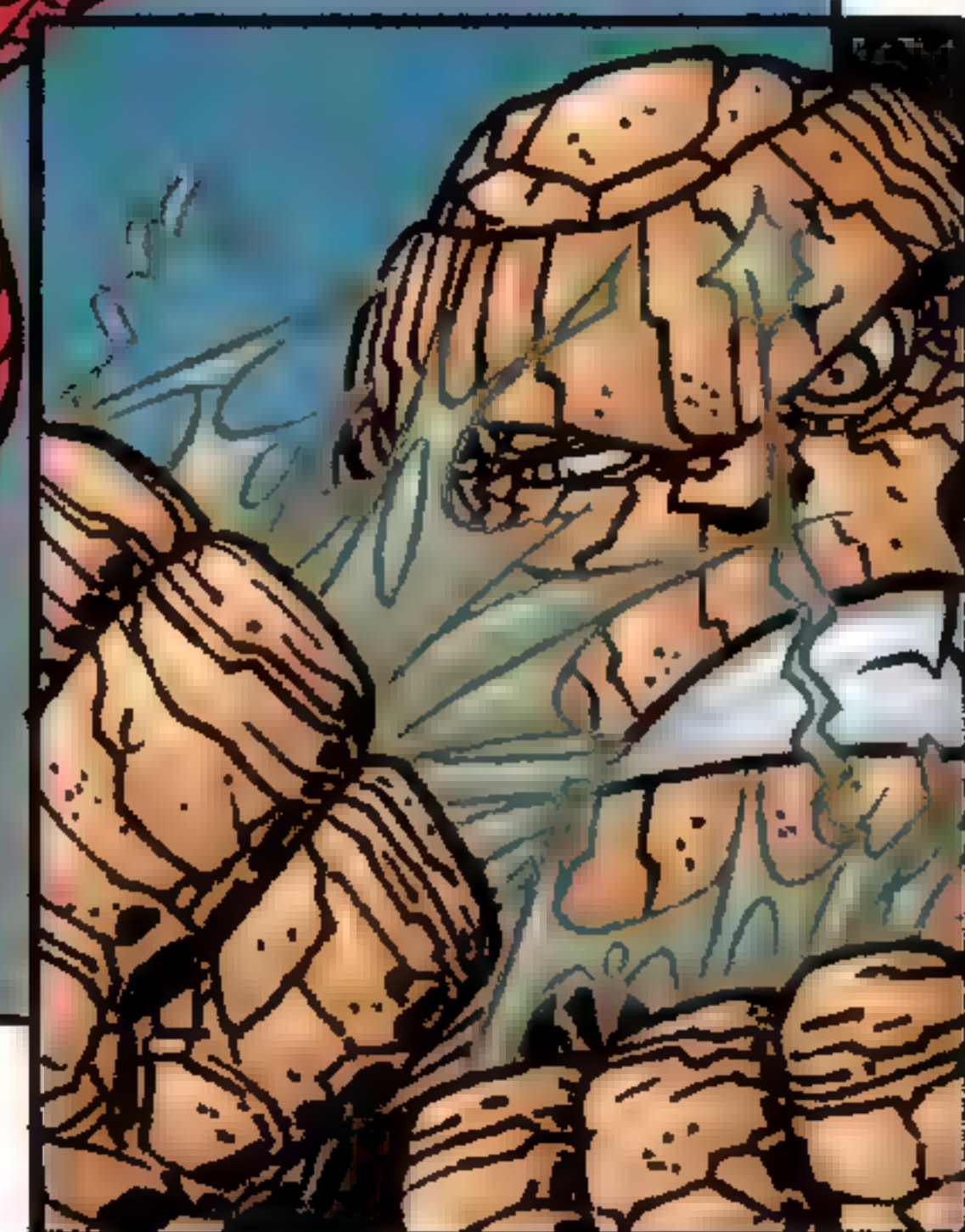
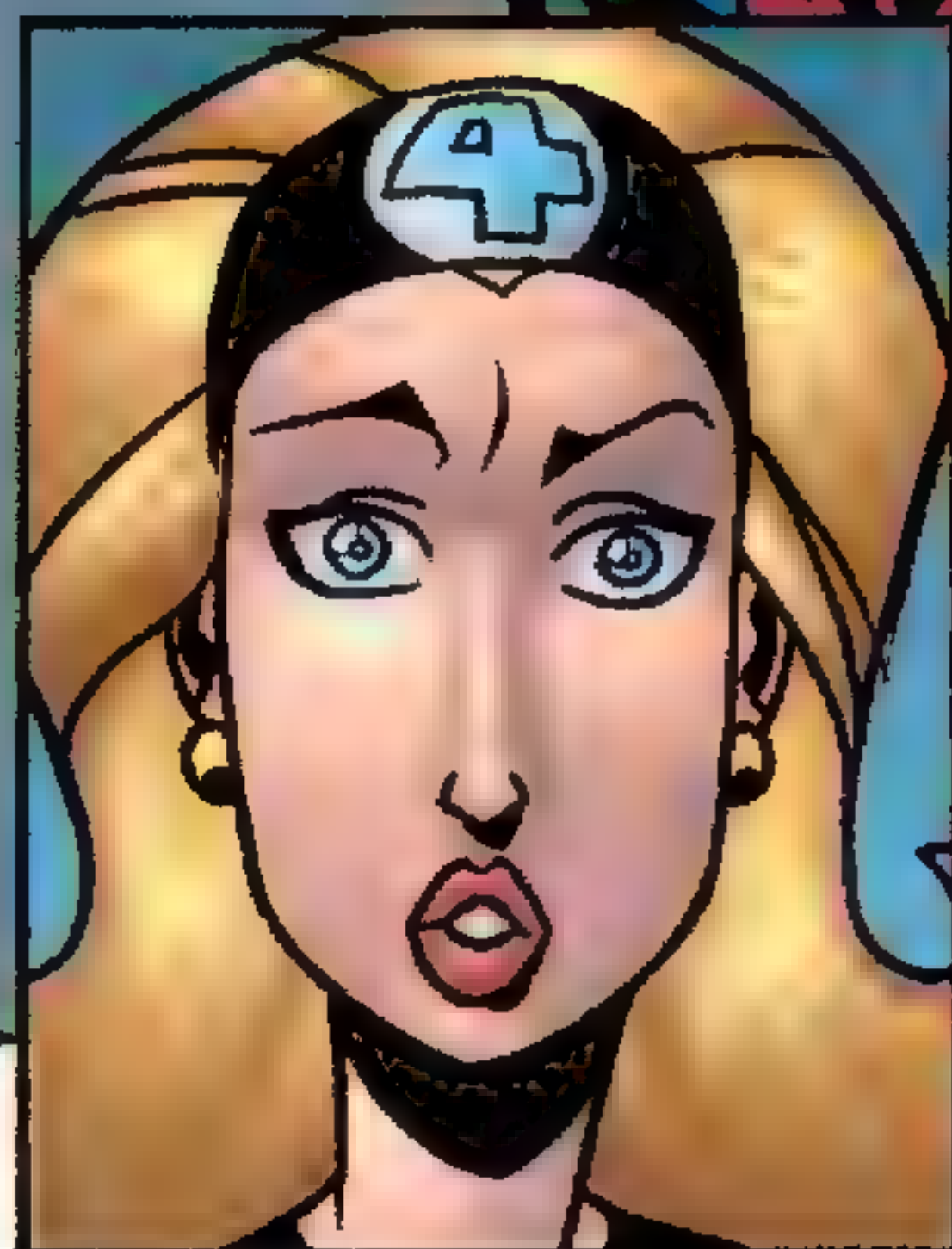
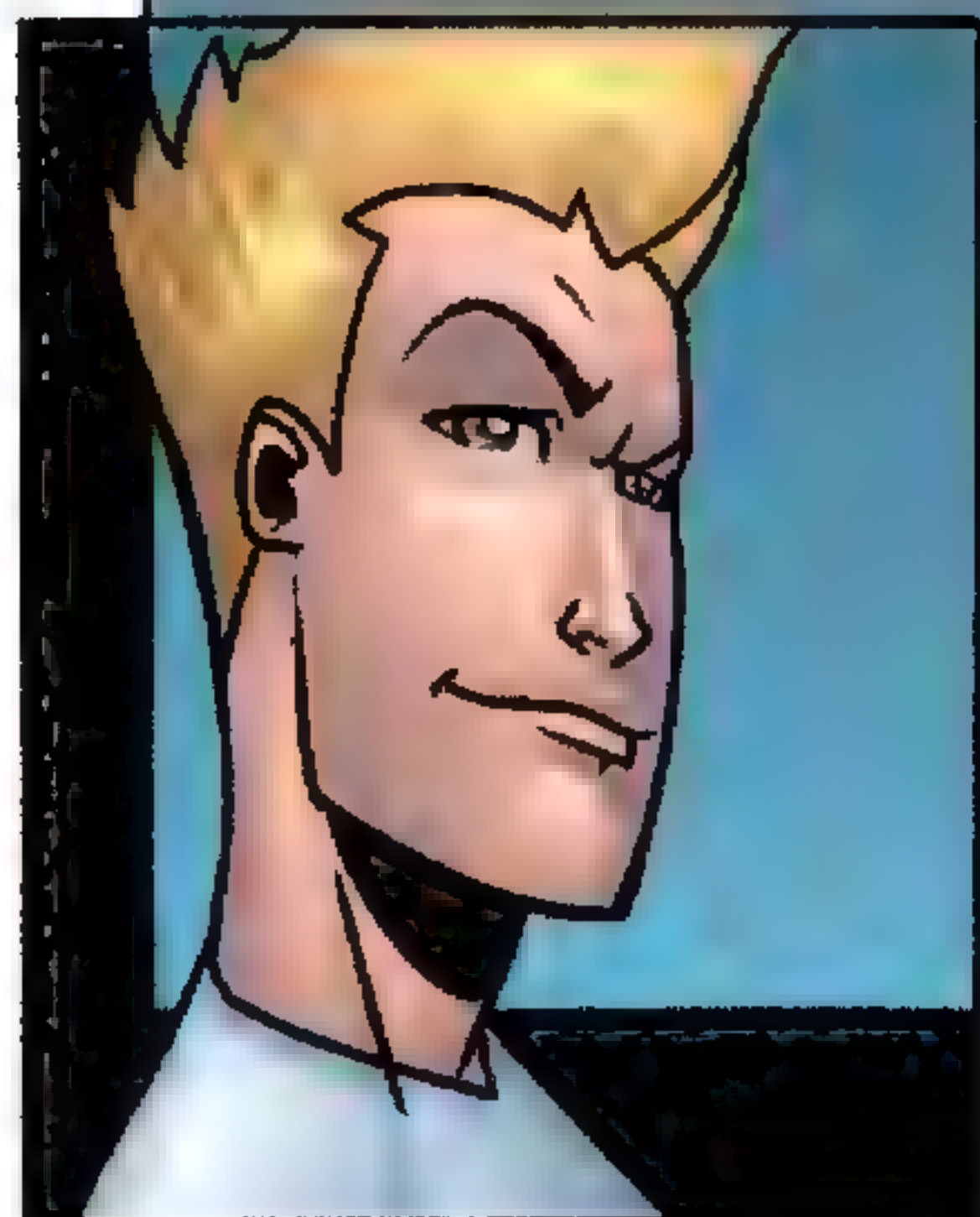
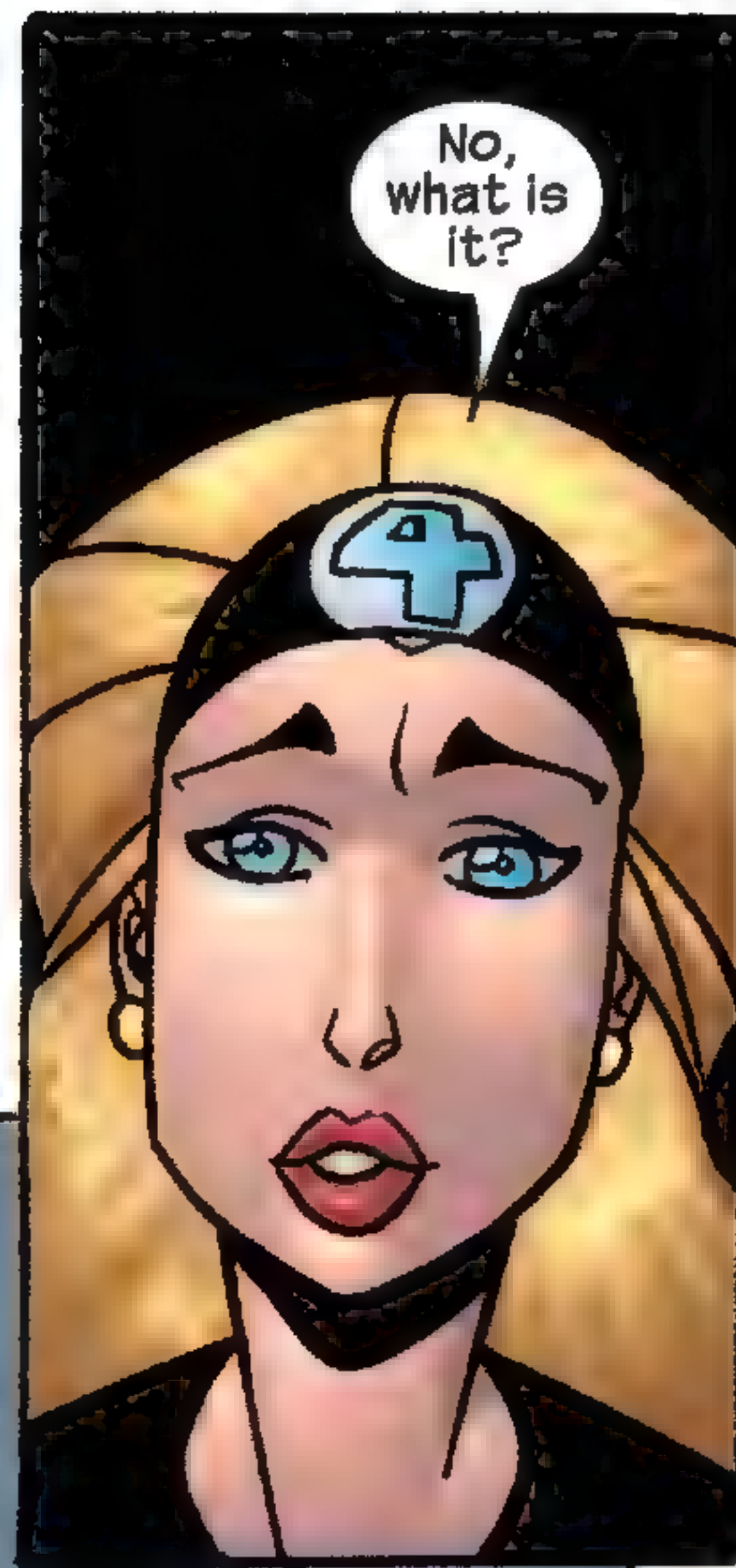


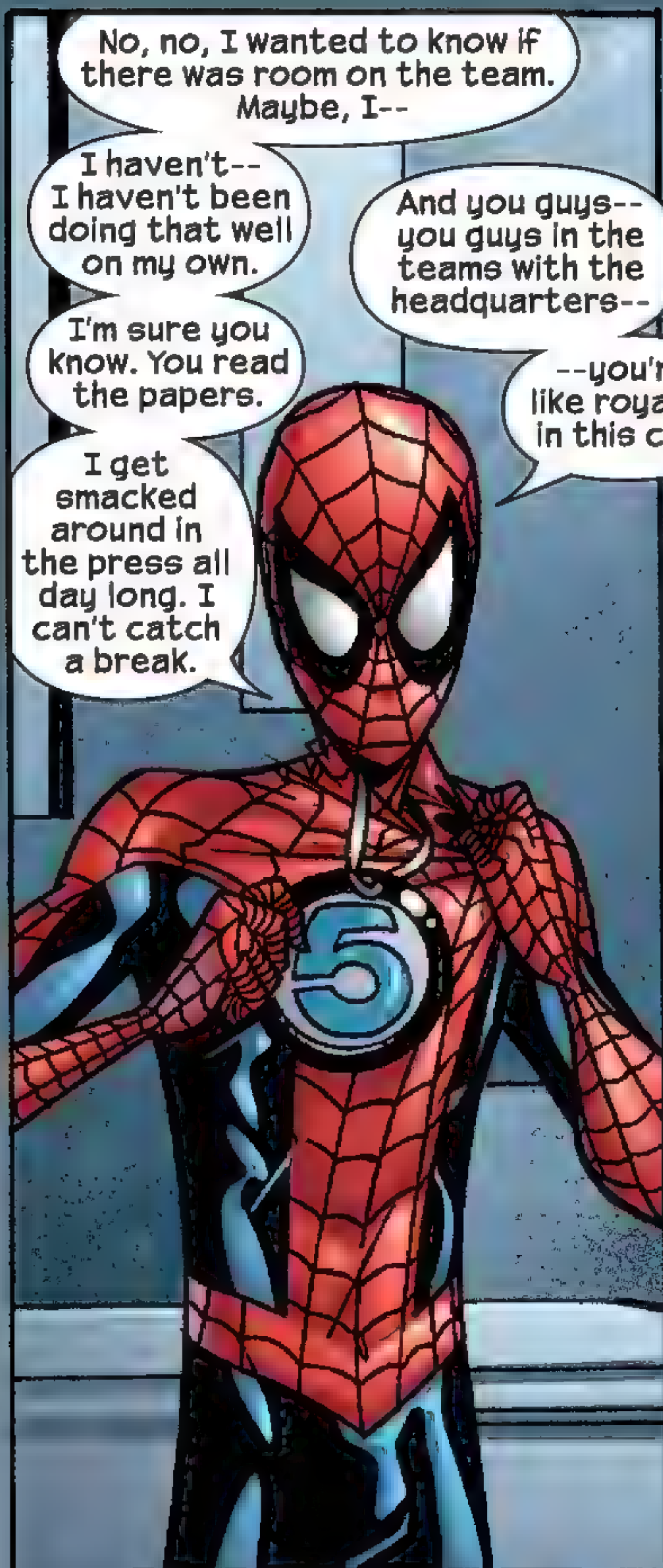


AAGGH!!

Oh man, I feel like I'm going to heave up my--







No, no, I wanted to know if there was room on the team. Maybe, I--

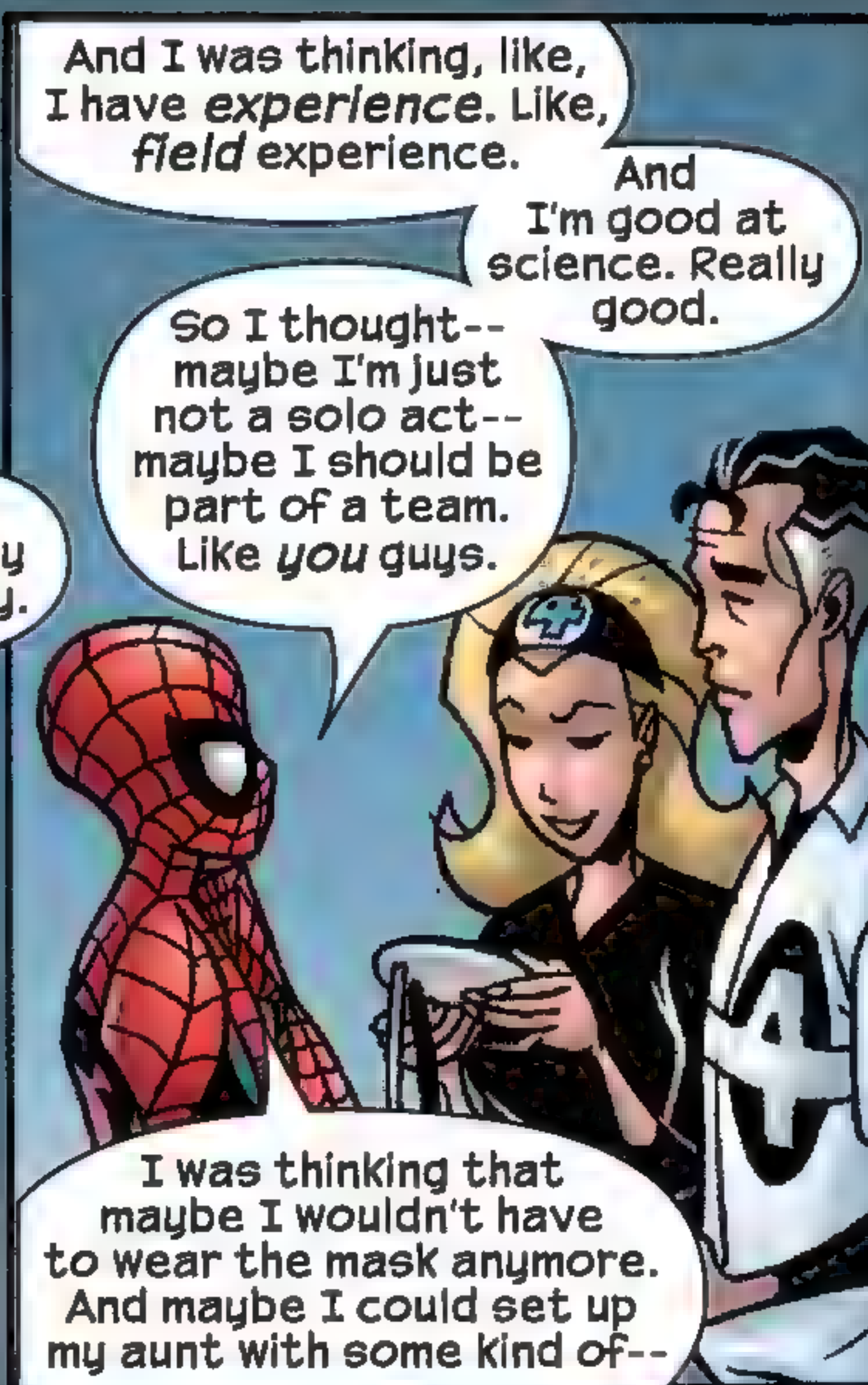
I haven't-- I haven't been doing that well on my own.

I'm sure you know. You read the papers.

I get smacked around in the press all day long. I can't catch a break.

And you guys-- you guys in the teams with the headquarters--

--you're like royalty in this city.



And I was thinking, like, I have *experience*. Like, *field* experience.

And I'm good at science. Really good.

So I thought-- maybe I'm just not a solo act-- maybe I should be part of a team. Like *you* guys.

I was thinking that maybe I wouldn't have to wear the mask anymore. And maybe I could set up my aunt with some kind of--



Peter-- um.

We're not really a team. We're a family. You see?

We're not really looking to expand.



Man, okay. Okay, okay, sorry.

Sorry to screw up your afternoon like this-- I just...

Hey, are you okay?

Yeah, I'm-- this was really stupid of me.



I just-- I see you all getting by with such *ease* and I'm-- everything for me is such an uphill battle.

I just really wanted to find some kind of way to make this all less difficult.

I just want to help people and not have to worry about all the stupid stuff. And if I screw up-- it's not just me-- it's-- it's--

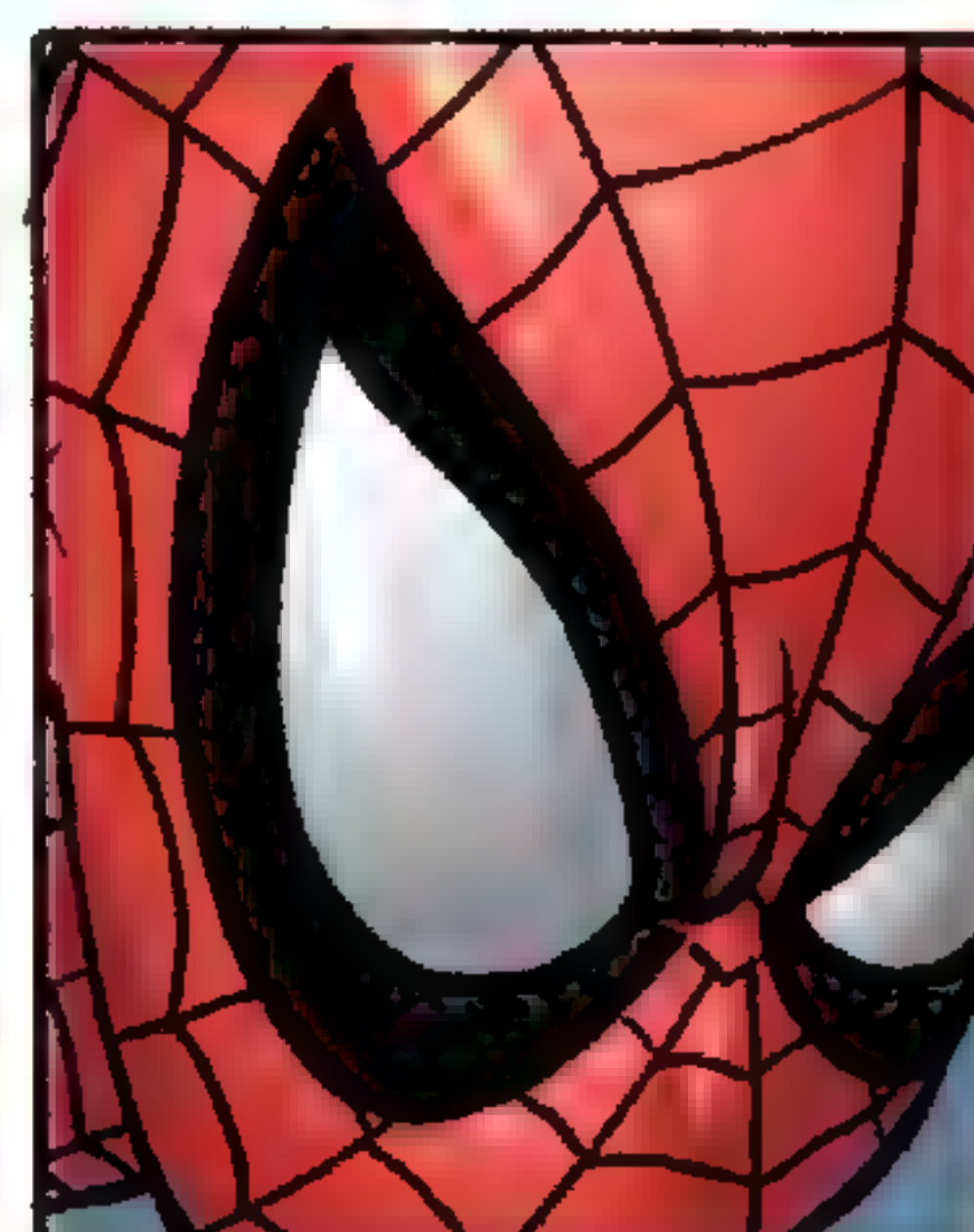
So you think we have it easy?



Well, uh, yeah. I mean, look at all this.



Peter, and I'm not just saying this to make you feel better, but we're nearly broke.



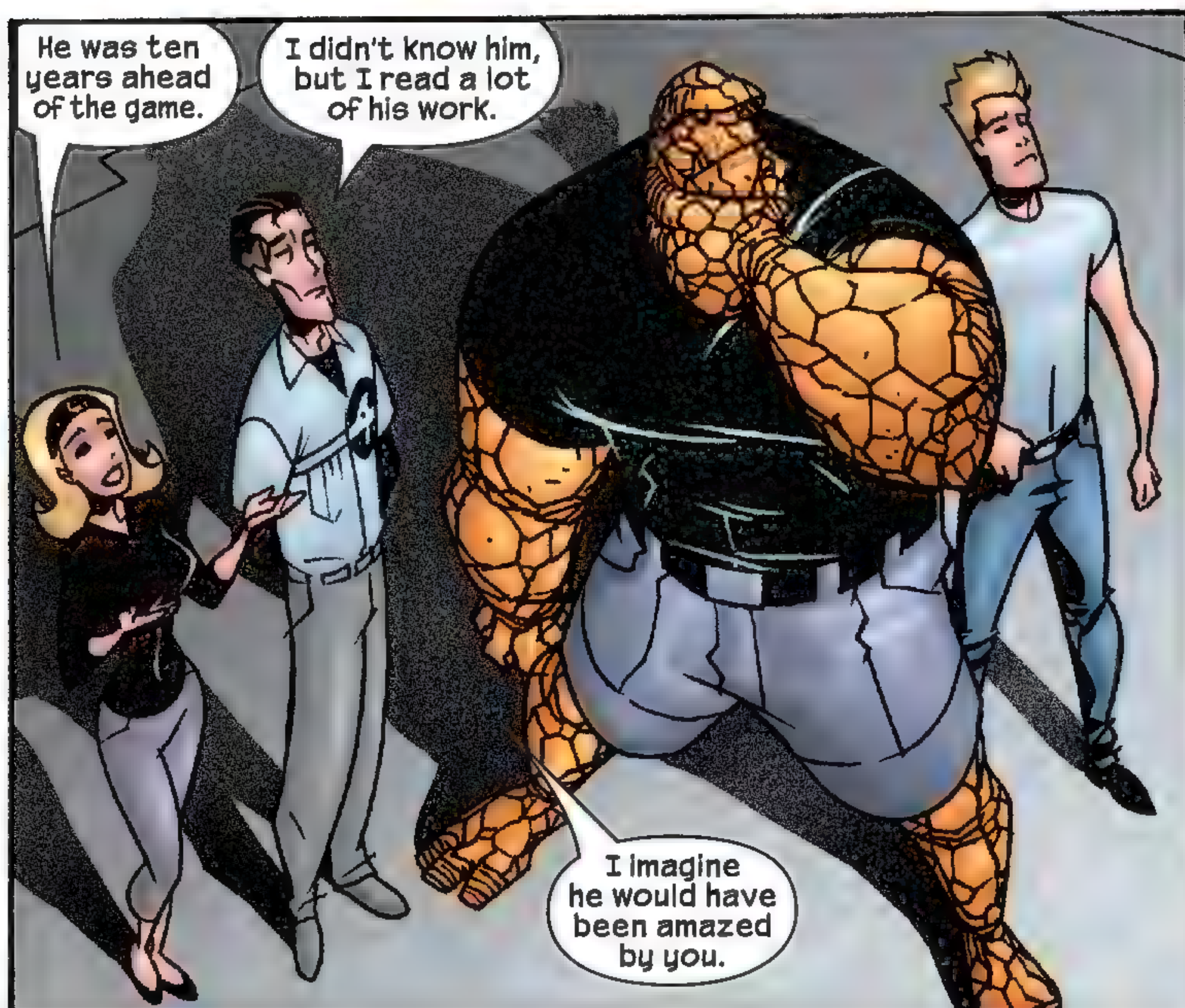
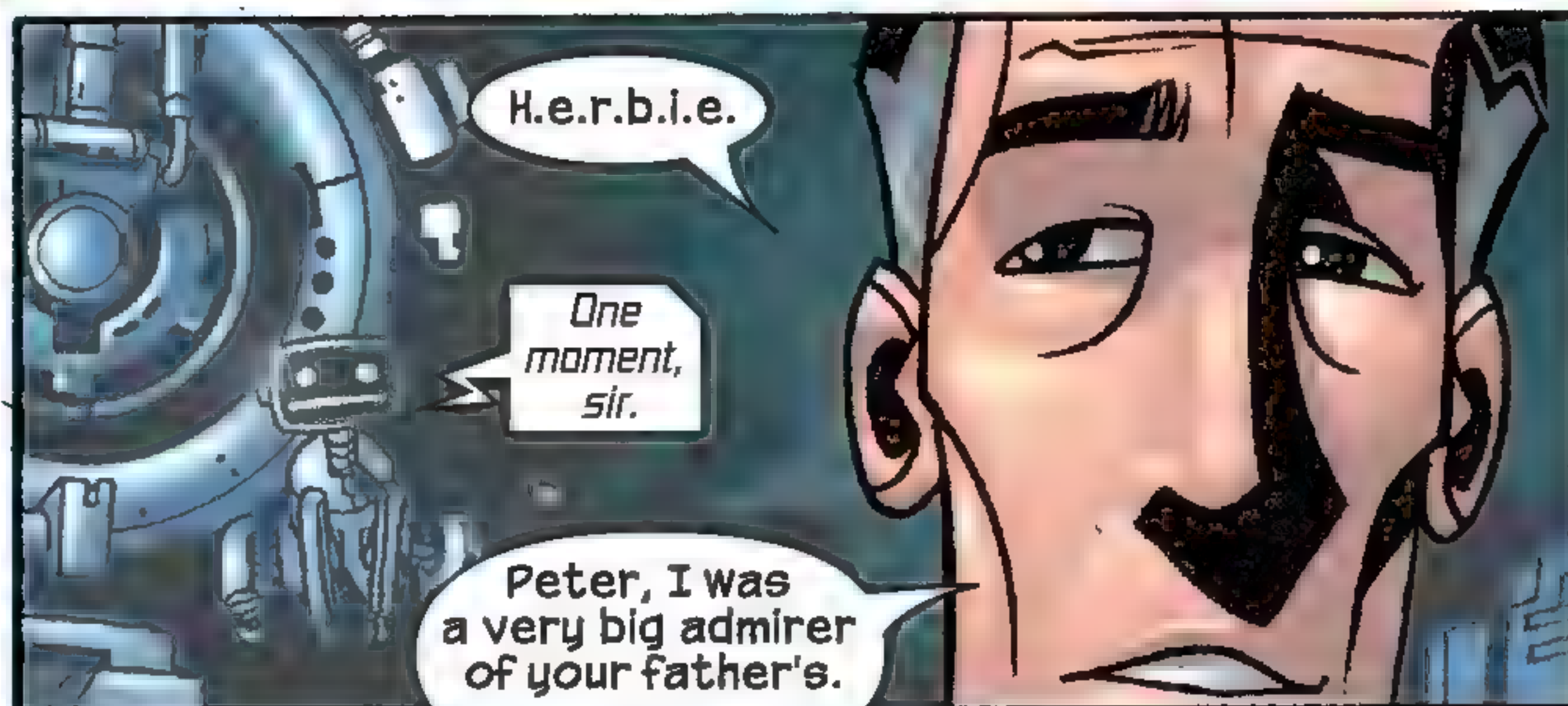
I'm running out of patents to sell to finance our endeavors.

And even if we wanted to hire you--

We couldn't afford to pay you.

If anything, we'd have to chip in--

--and unless you're the sixteen-year-old CEO of a Fortune 500 company in your spare time...

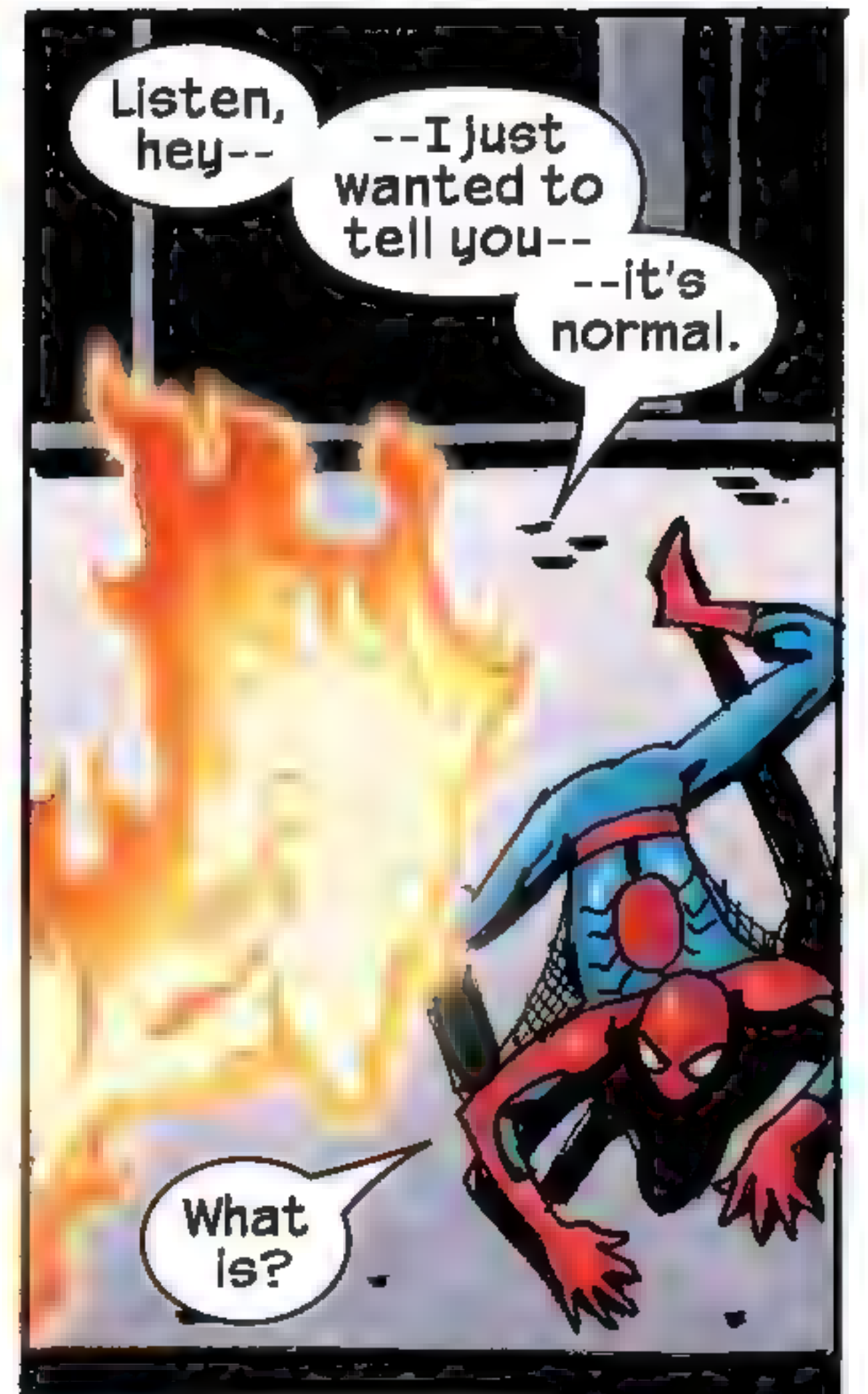




Hey, hotshot!

Yo!

Wait up!!



Listen, hey--

--I just wanted to tell you--
--it's normal.

What is?



This stuff you're going through. It's normal.



Normal? Really?

Huh.

Because as I stick to this wall, twenty stories up, talking to a floating man engulfed in flame...



What I mean is: this thing we get to do-- this!

It's normal to be a little freaked out about it.



See, Reed wouldn't admit this-- but we're all in therapy.



Really?

Sean
2002



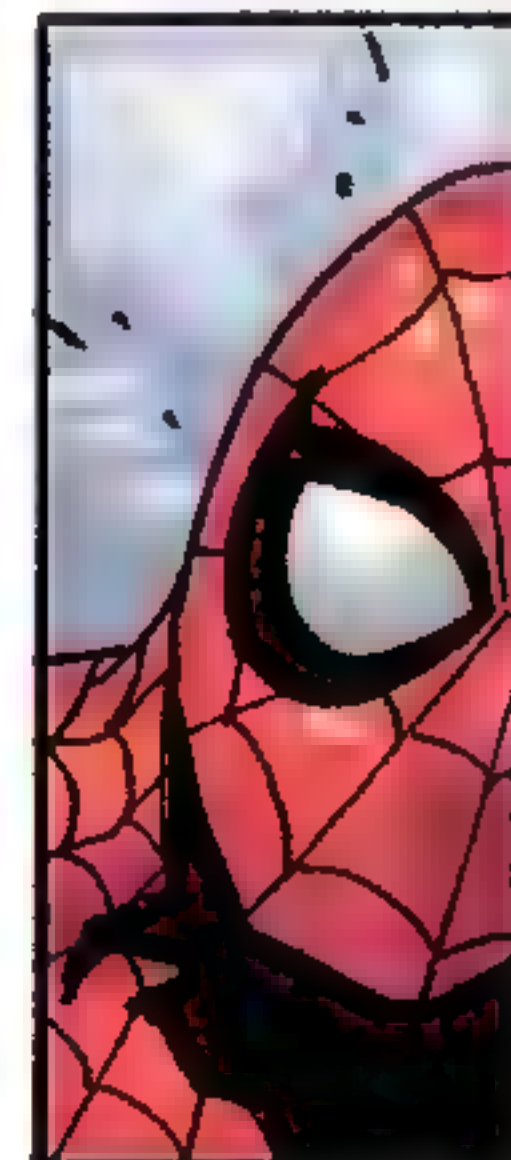
Are you kidding?

Individual counselling. Family counselling. Marriage counselling. Group counselling.

Ben and I go-- psss-- on a regular week? Four times a week.

But the one thing my doctor told me that really put it all in perspective-- the one thing that's really helped is...

...you choose.



Think about it?

You *choose* to see this all as a blessing-- or you *don't*.

You *choose* to accept the responsibilities or you *don't*.



You get your powers by accident?

Yeah.

Yeah, me too.



And what did we do? We chose to do something worthwhile with them-- we *chose* that.



And some of these colossal idiots we come up against? They *choose* to use whatever they have as some kind of excuse to be vindictive-- or just plain mean.

They didn't have to do that-- they chose to.

I'm just saying: it looks like you chose right. Right?



You chose... (well, the costume was an odd choice but the rest of it) -- you're doing good. People need you.

You're young. You'll screw up sometimes.

But don't *kick* yourself all day--

Because-- bottom line? You chose right.



You gonna be all right?



Yeah, yeah. I'm just-- you know, my head's swimming...



Yeah.

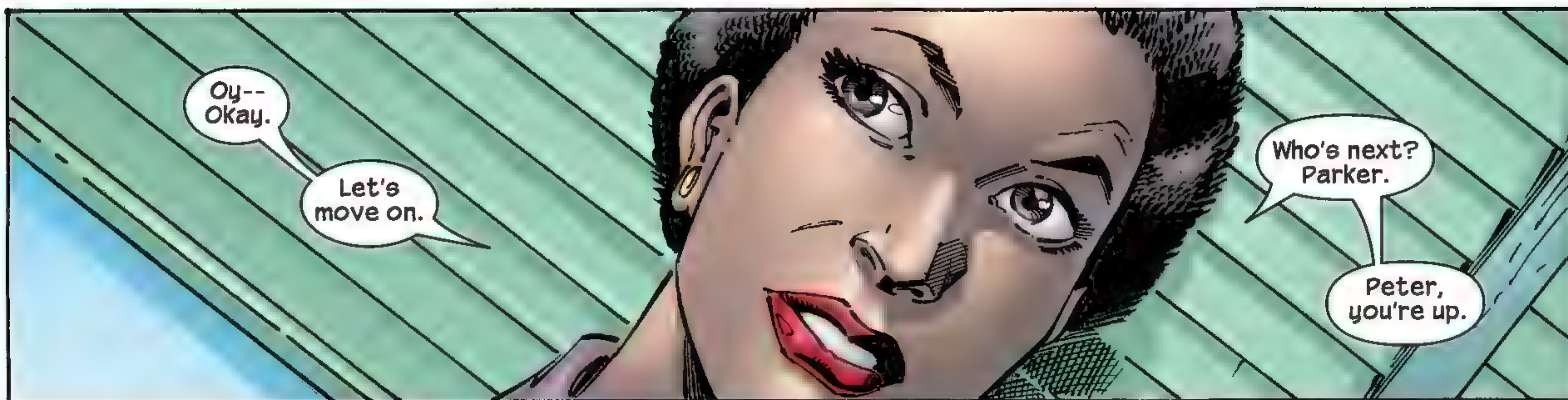
Listen, I gotta get back.

But you-- uh-- you ever want to go to a ball game or something... swing by--



I-- to be honest-- I have absolutely no friends anymore.



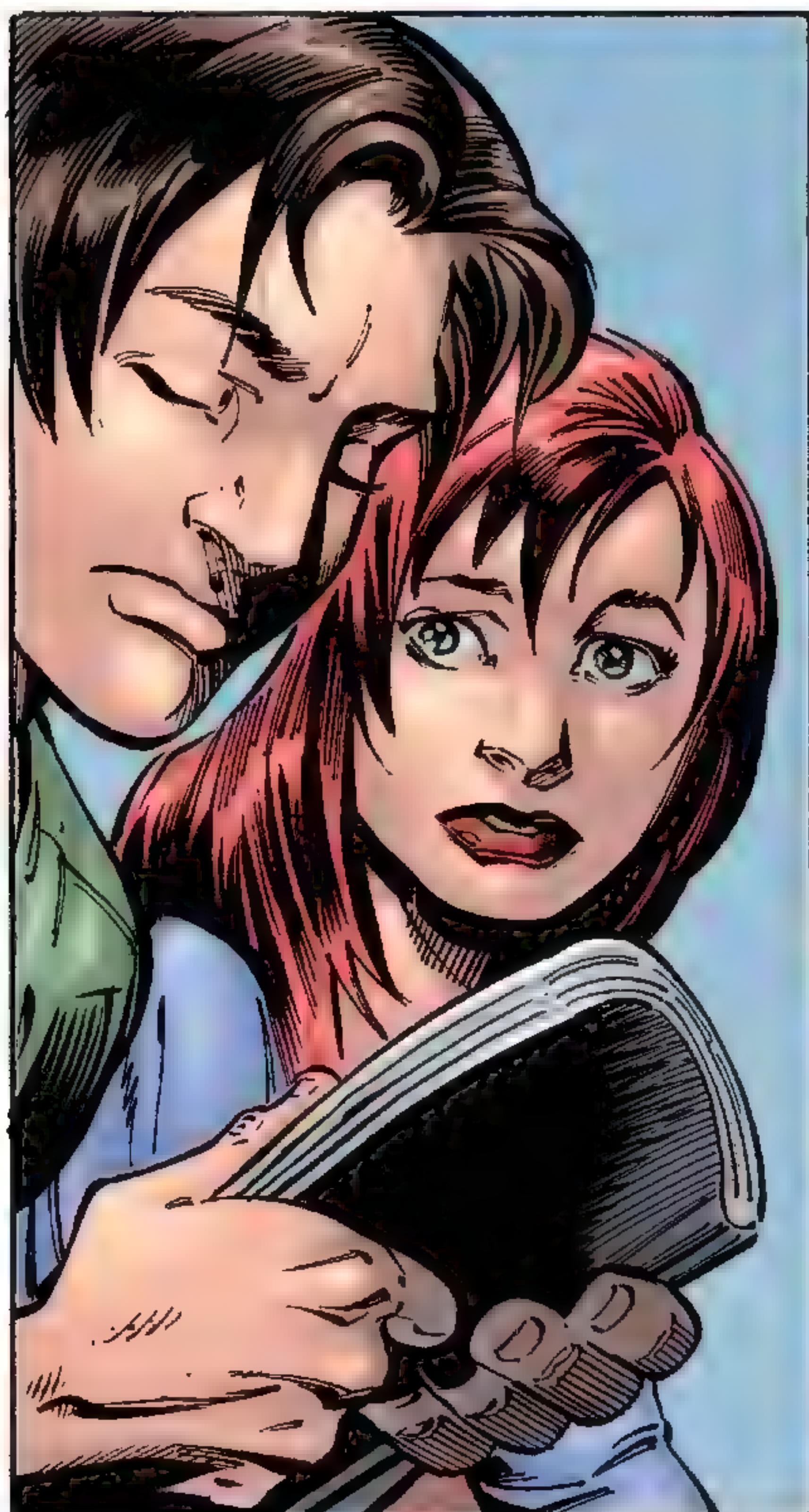


Oy--
Okay.

Let's
move on.

Who's next?
Parker.

Peter,
you're up.



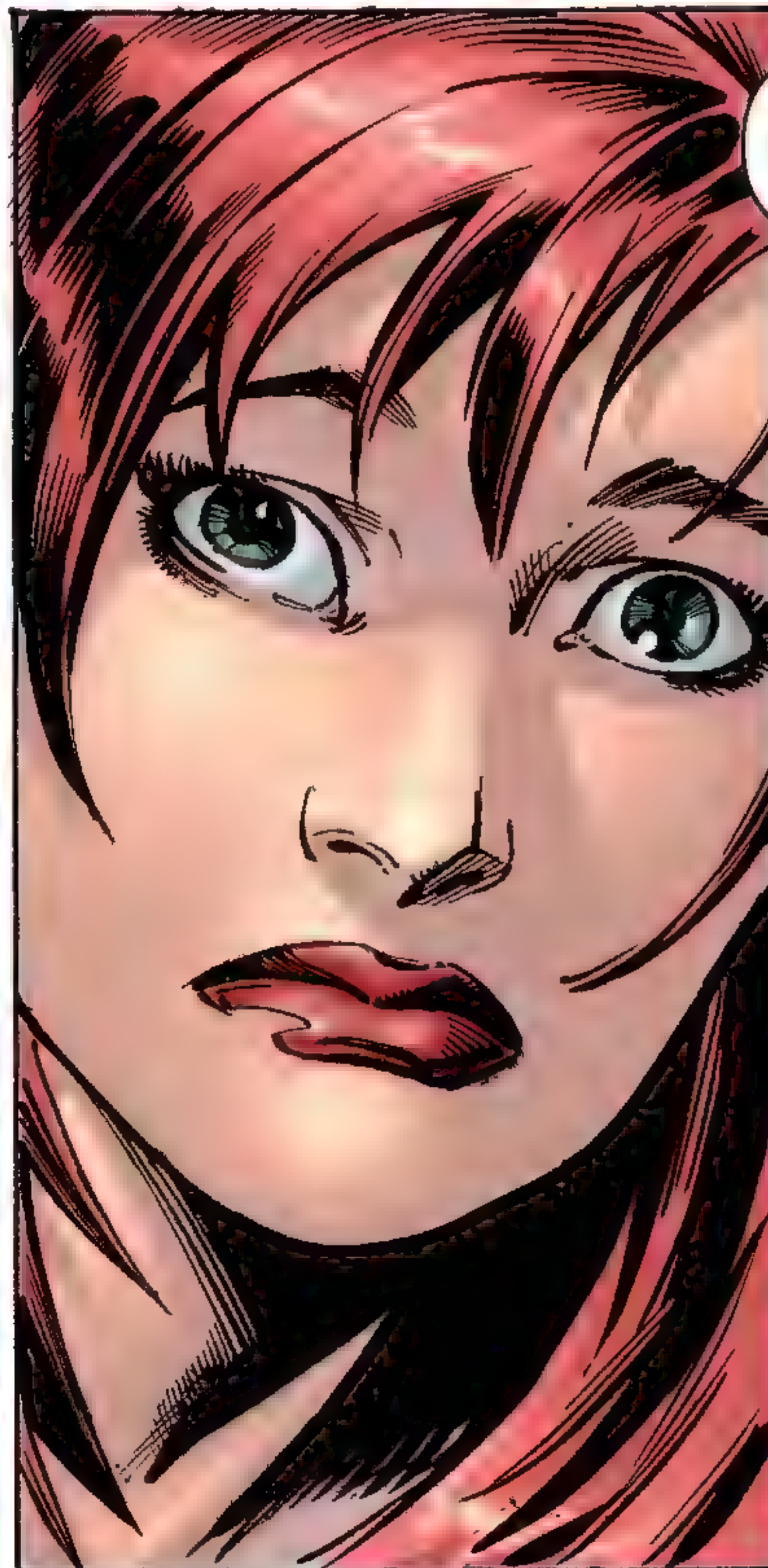
Peter? Are you
ready with your
presentation?



Yeah, I'm
ready.



My
father.



I don't
remember
ever seeing
his face--

But because
of my uncle Ben,
I will always
remember his
words.

That with
great power--
there must also
come great
responsibility.



"Heroes."

"The way I
see it--"

"--when most people think
of heroes, they think of
larger-than-life patriots."

"Men and women who have
dedicated both their
personal and professional
lives to represent a
symbol of hope to those
whose life might seem
hopeless."

"A colorful
embodiment of
selflessness."

"But, of course,
that's not the
only form a hero's
life can take..."

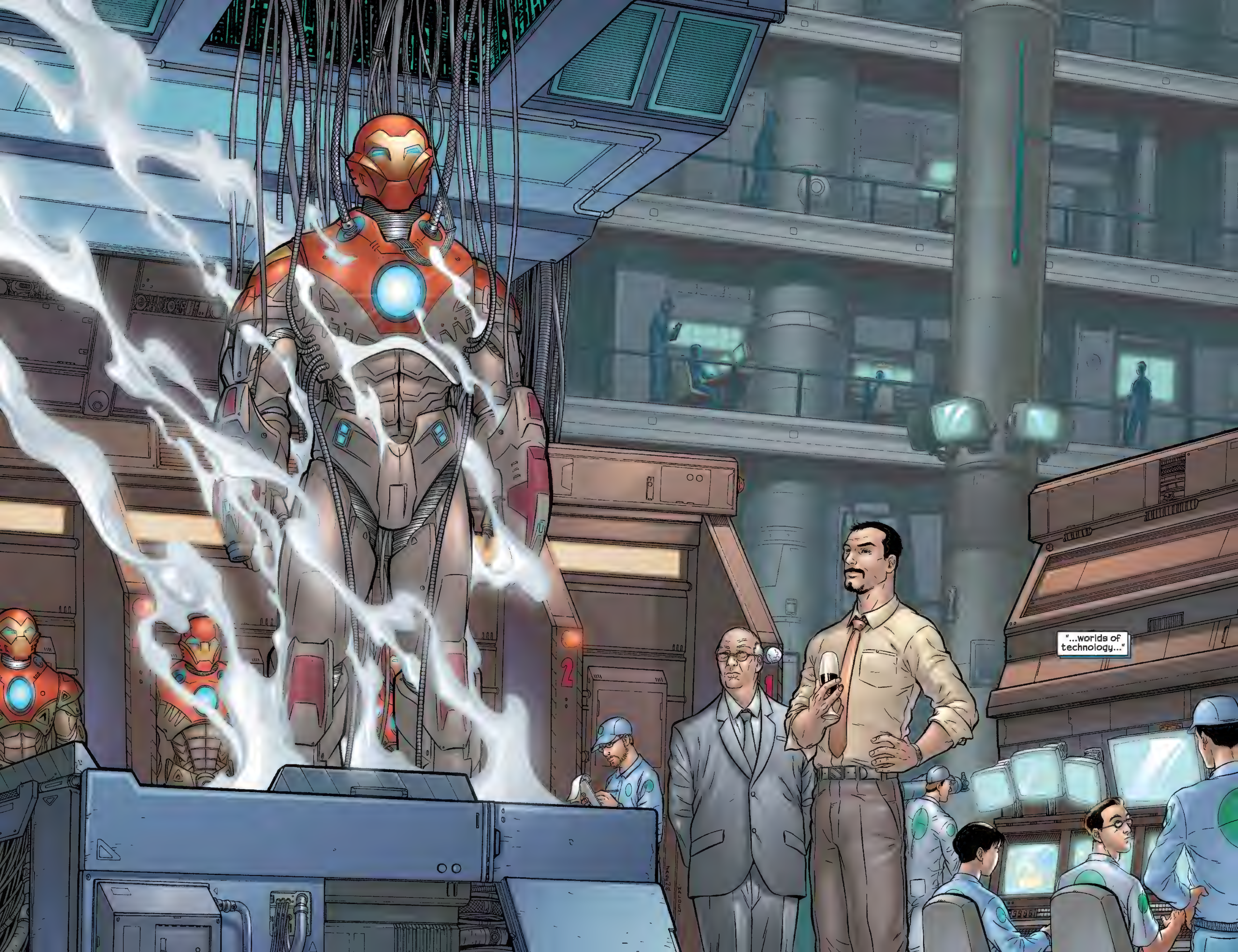


"...and there are so many places that our heroes can come from."

"So many worlds within our world..."

"...worlds of magic..."

P. CRAIG RUSSELL
2002



"...worlds of
technology..."



S.H.I.E.L.D.

"...worlds of
intrigue..."

WARNIN



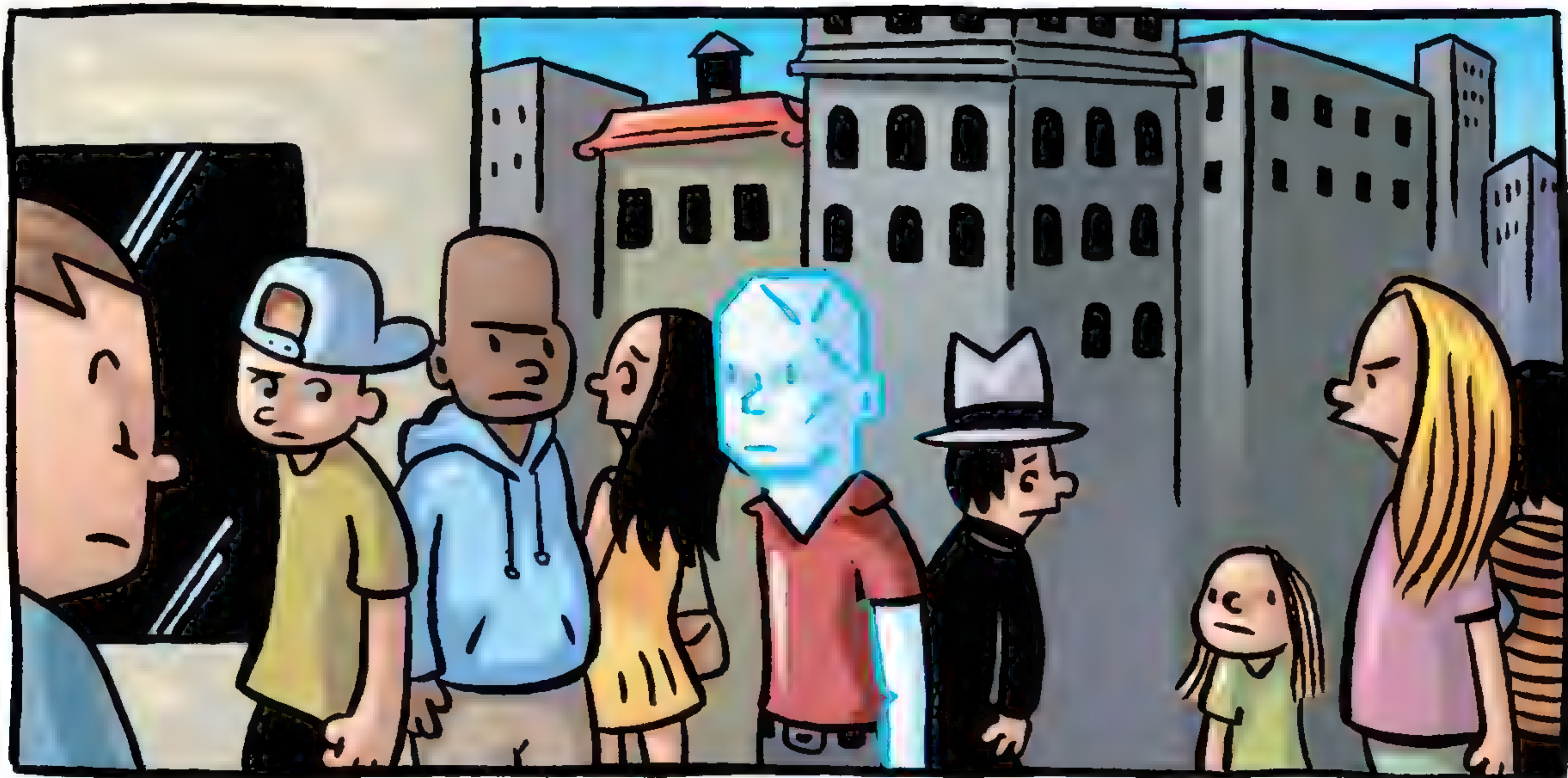
"...a world where a family of adventurers can bond together in the fight for the underdog."



"And when speaking of the underdogs of our society, one can't help but think of mutants."

"People whose entire existence is defined by their unique genetic birthright."

"And like every civil rights embattled minority before them, some mutants have come together using their celebrity and powers to help fight for their cause..."



"...while others waded through
life's persecutions and
misunderstandings by
attempting to live their
everyday lives with nobility
and grace."





"But a noble soul can,
whether they want to
or not, find himself on
a warrior's path."

"Sometimes I wonder if
being persecuted and
embattled because of
who they are makes
the choice of becoming
a warrior predestined.
Predetermined."

"And that it's the
choices made there--
when faced with the
unthinkable-- that
defines them..."


MACK 2002

"...because we do not
live in a black-and-
white world.

"Cliché, but true. We live in a
world where around any corner
an act of violence is waiting
that can change your life
forever.

"And whether we want to admit
it or not, it is at those times
when we need someone who is
willing to cross the line of what
is technically, or morally,
right and wrong.

Weldale
2002



"But with that comes
the risk that the world
can become so dark..."

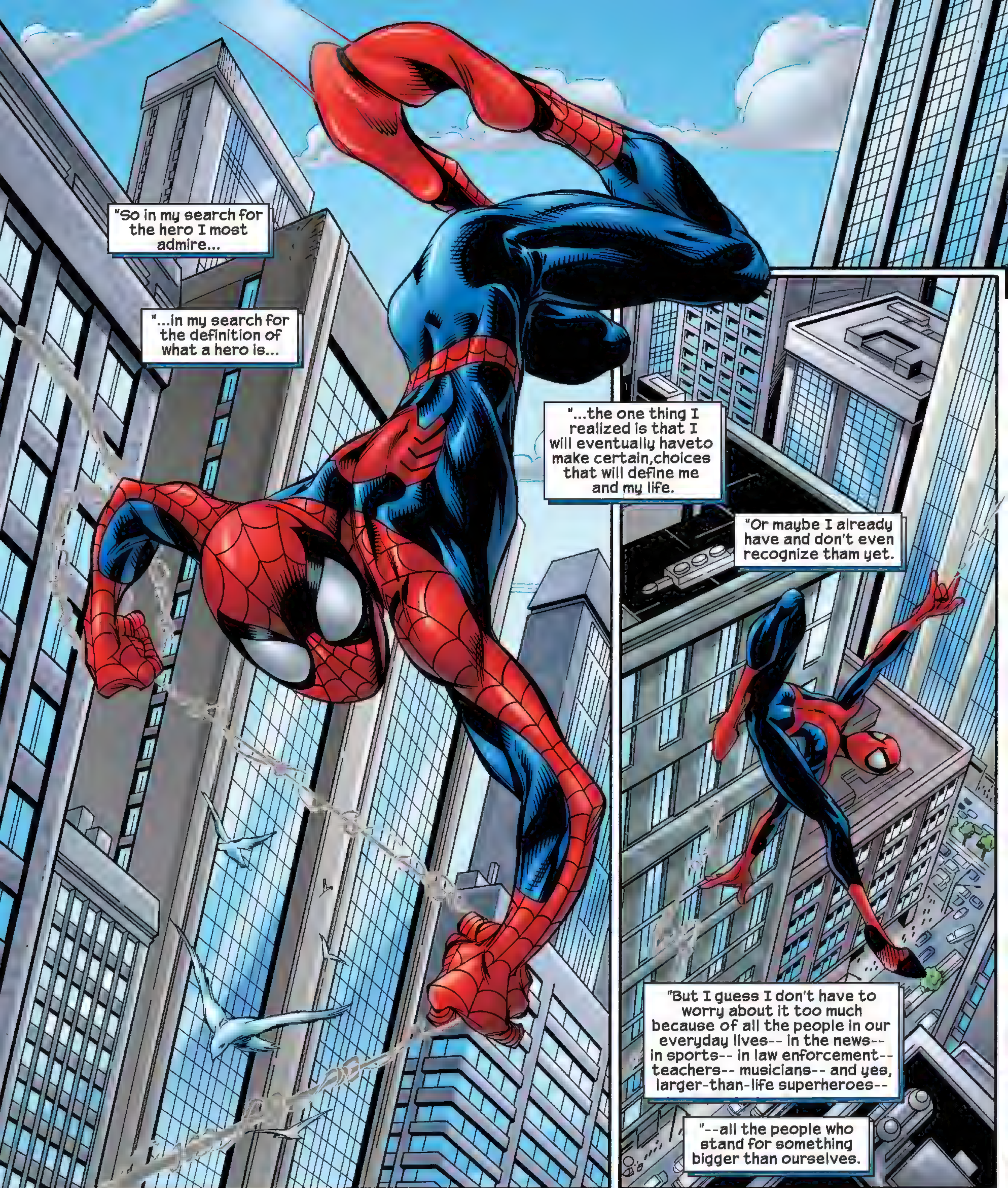
"...and so
compromised..."

"...that there can
be no escape--
no chance for
happiness."

No

LIA W

AN
2002



"So in my search for the hero I most admire...

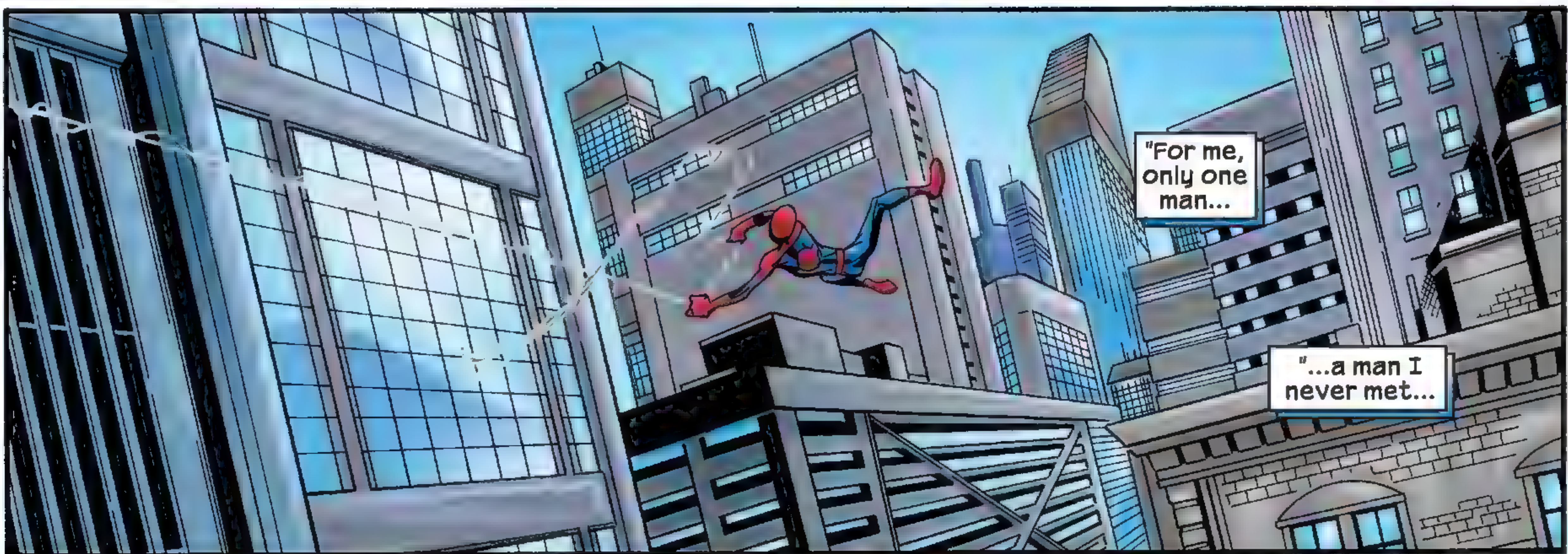
"...in my search for the definition of what a hero is...

"...the one thing I realized is that I will eventually have to make certain choices that will define me and my life.

"Or maybe I already have and don't even recognize them yet.

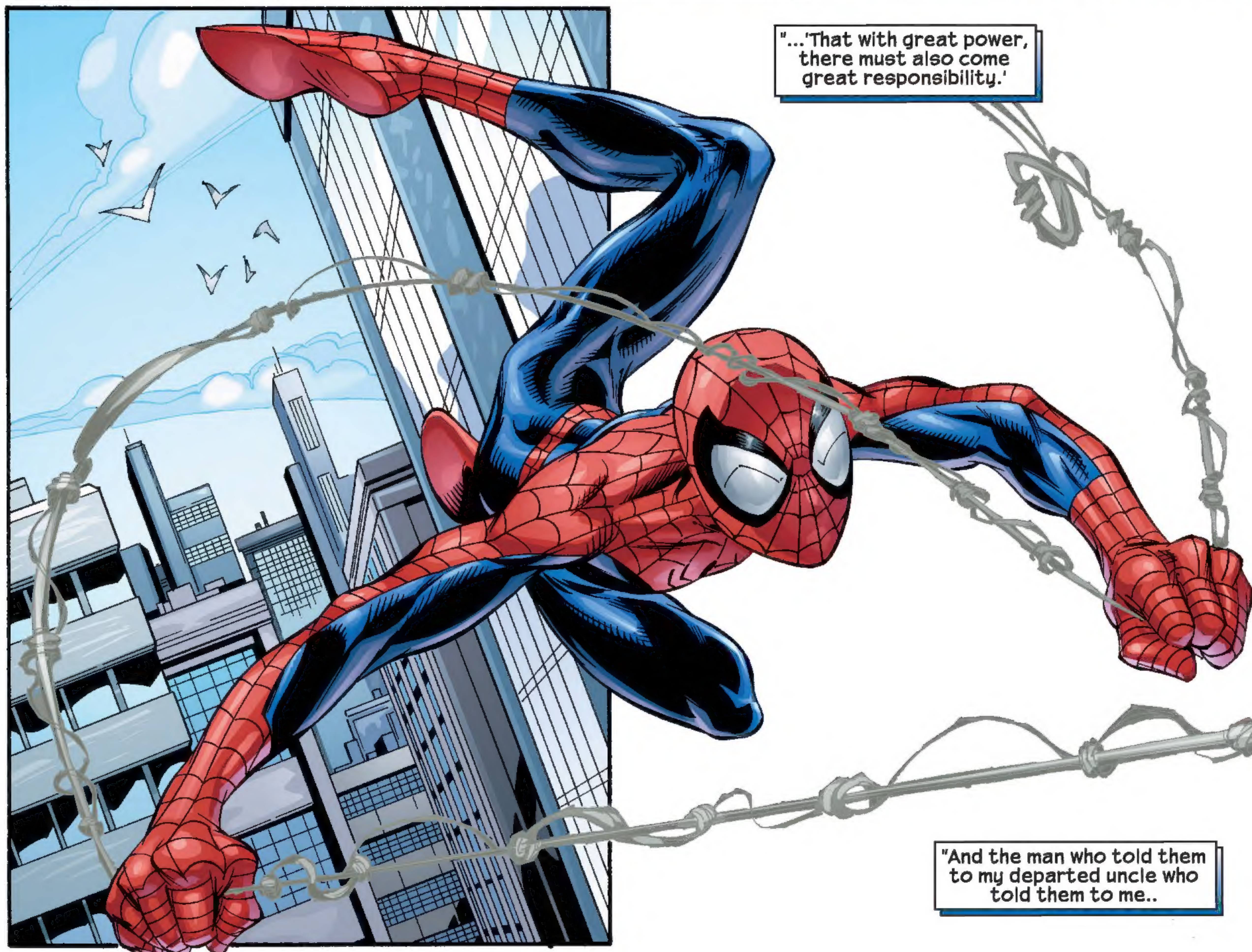
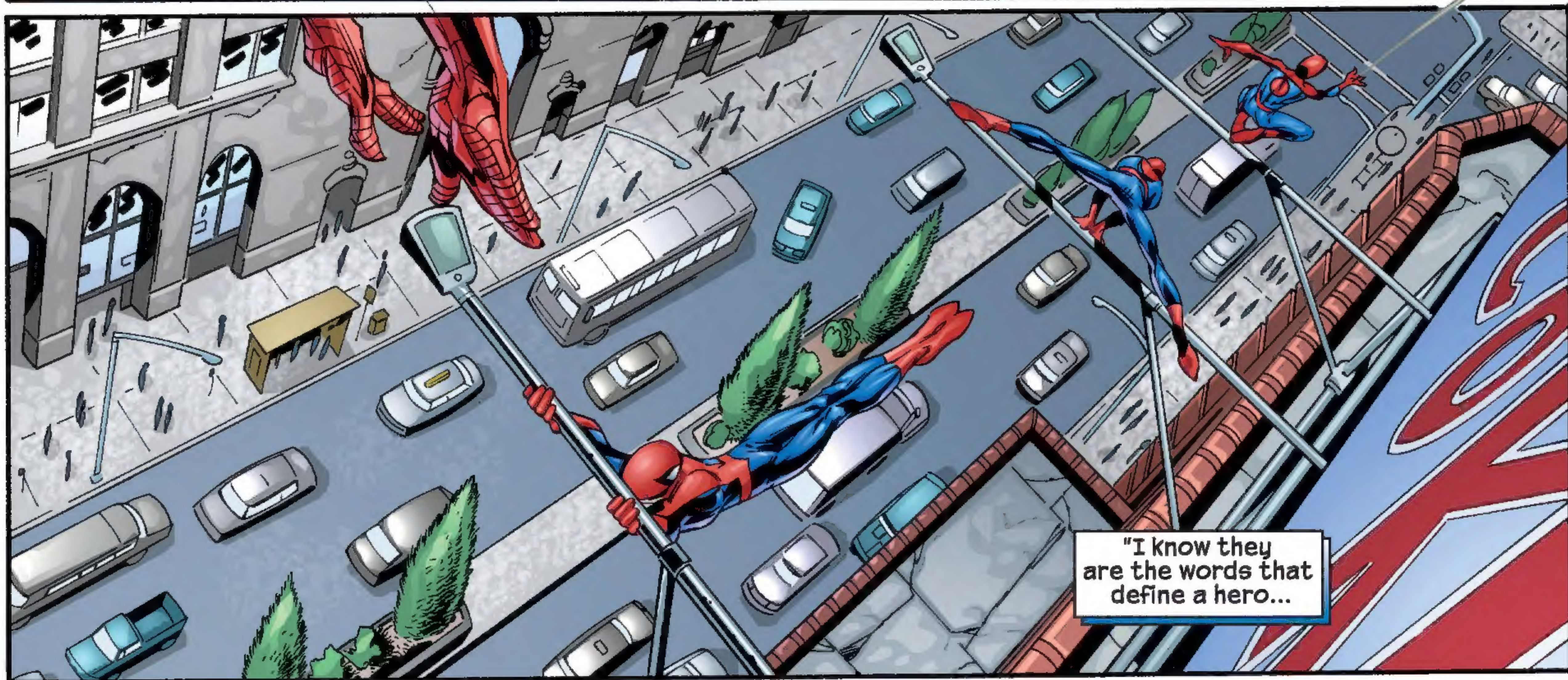
"But I guess I don't have to worry about it too much because of all the people in our everyday lives-- in the news-- in sports-- in law enforcement-- teachers-- musicians-- and yes, larger-than-life superheroes--

"--all the people who stand for something bigger than ourselves.

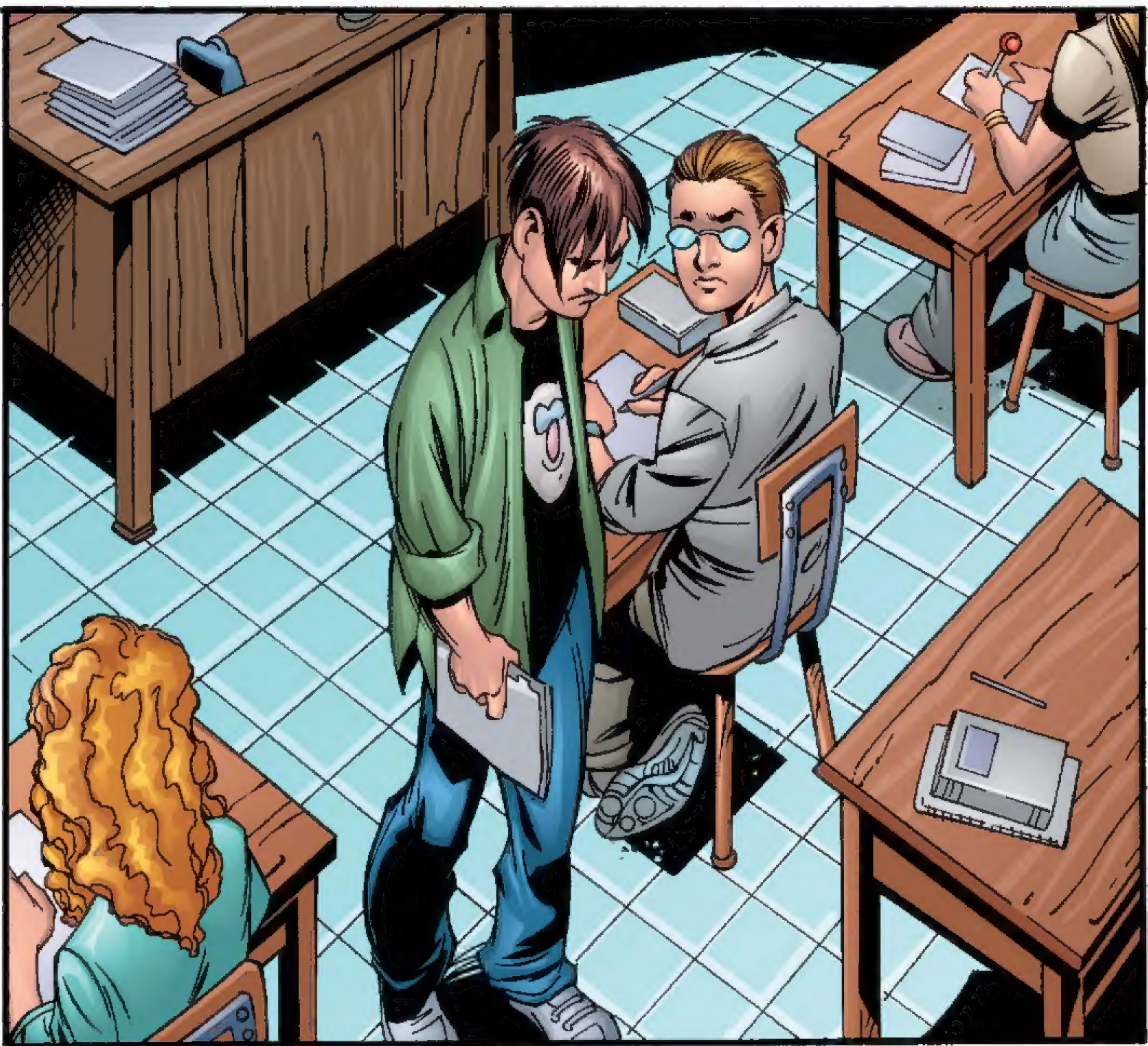
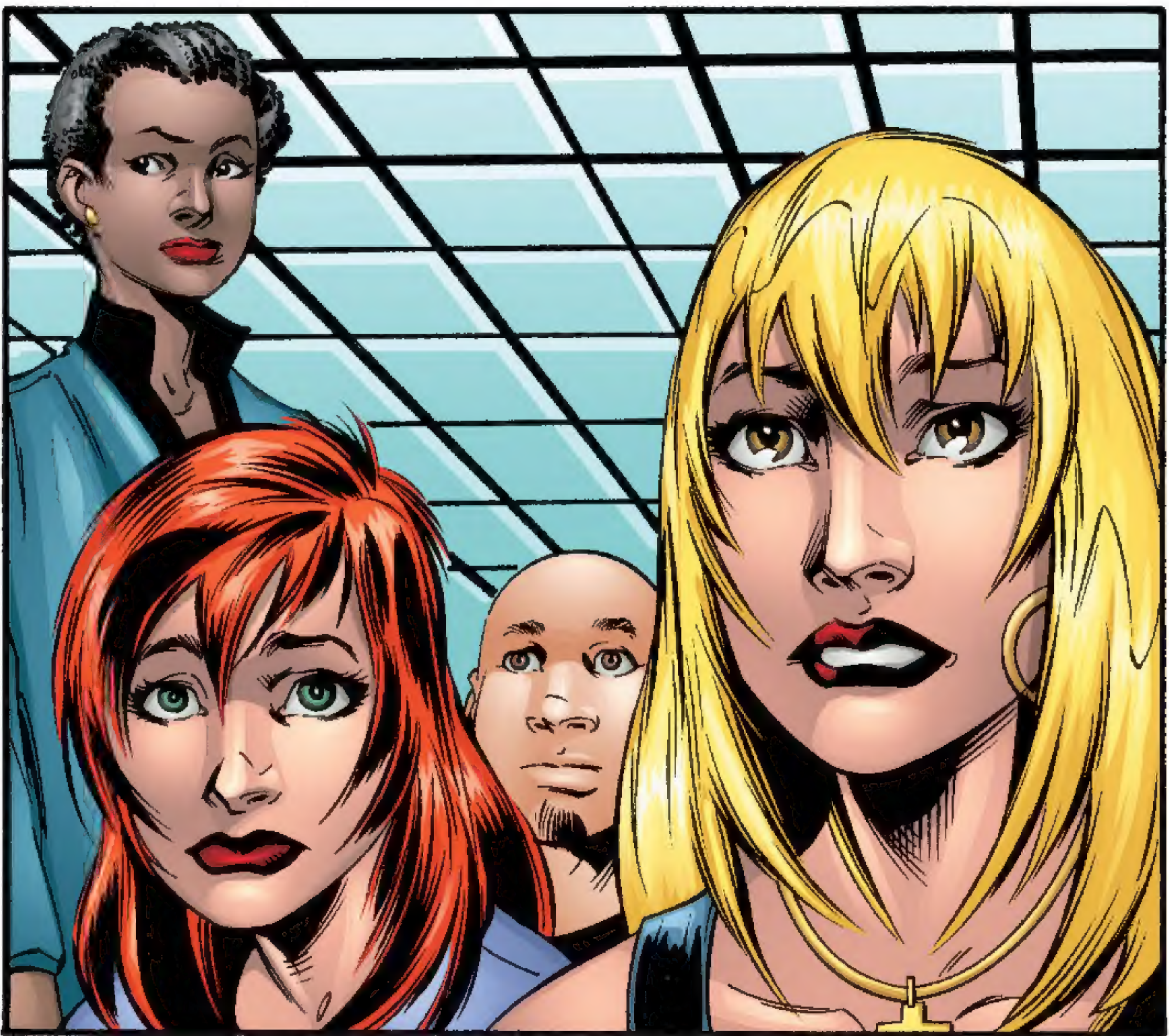
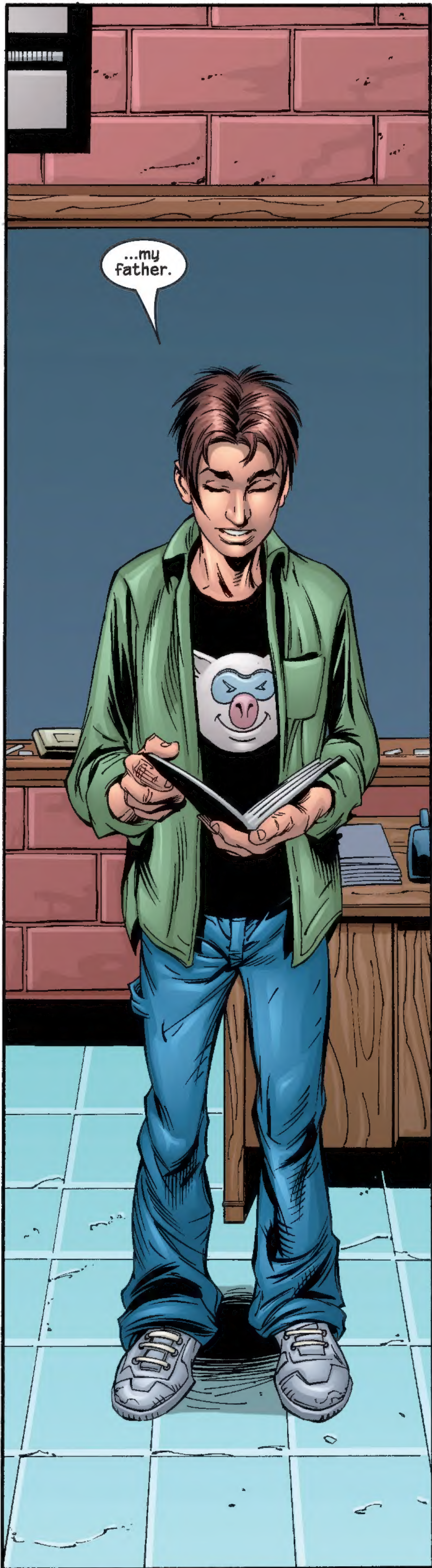


"For me, only one man...

"...a man I never met...



"And the man who told them to my departed uncle who told them to me..



NEXT ISSUE

**ULTIMATE
COMICS
ON SALE**



**ULTIMATE COMICS
MYSTERY #4
ON SALE NOW**



**ULTIMATE COMICS
THOR #2
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**ULTIMATE COMICS
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SCHOOL'S IN SESSION!

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NOIR